



**NOTICE OF
2012 ANNUAL AND SPECIAL
MEETING OF SHAREHOLDERS
AND MANAGEMENT PROXY CIRCULAR**

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Letter from the Chairman and the President and Chief Executive Officer

April 23, 2012

Dear Shareholder:

You are cordially invited to attend our annual and special meeting of shareholders of Air Canada. It will be held on Monday, June 4, 2012 at 8:00 a.m. (Calgary time), at the Fairmont Palliser, 133-9th Avenue S.W., Calgary, Alberta.

As a shareholder of Air Canada, you have the right to vote your shares on all items that come before the meeting. You can vote your shares either by proxy or in person at the meeting. This management proxy circular will provide you with information about these items and how to exercise your right to vote. It will also tell you about the director nominees, the proposed auditors, the compensation of directors and certain officers, our corporate governance practices and the proposed amendments to our shareholder rights plan.

This year, in addition to the business of the meeting mentioned above, we will hold a shareholder advisory vote on our approach to executive compensation. The Board of Directors, which had closely followed developments in relation to "say on pay", has decided to incorporate a bi-annual shareholder advisory vote on our executive compensation policies for the first time at our upcoming annual and special meeting of shareholders. This circular contains detailed information about our executive compensation philosophy, policies and programs.

During the meeting, we will present management's report for 2011 and discuss our corporate priorities for 2012. In the past year, we made important progress toward the Corporation's goal of sustainable, long-term profitability, particularly by increasing revenue while concurrently reducing costs. These will remain important objectives as we additionally seek to solidify our position as a leading global carrier by building upon our major hubs and working together with our international partners. Further, we will continue to promote an organizational culture that encourages innovation and an entrepreneurial approach to customer service, with the aim of routinely exceeding customer expectations. Ultimately, our strategies are designed to provide increased benefits and value for all our stakeholders.

We look forward to seeing you at our annual and special shareholder meeting. If you are unable to attend the meeting in person, please complete and return a proxy by the date indicated on your form.

Sincerely,



David I. Richardson
Chairman



Calin Rovinescu
President and Chief Executive Officer

NOTICE OF 2012 ANNUAL AND SPECIAL SHAREHOLDER MEETING

When

June 4, 2012 at 8:00 a.m. (Calgary time)

Where

The Fairmont Palliser
133-9th Avenue S.W.
Calgary, Alberta

Webcast

A live webcast of the meeting will be available on our website at www.aircanada.com.

Business of the 2012 Annual and Special Shareholder Meeting

Five items will be covered at the meeting:

1. placement before shareholders of the consolidated financial statements of Air Canada for the year ended December 31, 2011, including the auditors' report thereon;
2. election of directors who will serve until the end of the next annual shareholder meeting or until their successors are elected or appointed;
3. appointment of auditors;
4. adoption of an ordinary resolution, a copy of which is reproduced at Schedule "A" of the accompanying management proxy circular, approving the proposed amendments to the Corporation's Shareholder Rights Plan, the whole as described in this circular;
5. consideration and the approval, in an advisory, non-binding capacity, of a resolution, a copy of which is reproduced at Schedule "B" of the accompanying management proxy circular, in respect of Air Canada's approach to executive compensation; and
6. consideration of such other business, if any, that may properly come before the meeting or any adjournment thereof.

You are entitled to receive notice of, and vote at, our annual and special shareholder meeting or any adjournment thereof if you were a shareholder on April 9, 2012.

Your vote is important

As a shareholder of Air Canada, it is very important that you read this material carefully and vote your shares, either by proxy or in person at the meeting.

The following pages tell you more about how to exercise your right to vote your shares and provide additional information relating to the matters to be dealt with at the meeting.

By Order of the Board of Directors,

Corporate Secretary



Montreal, Québec
April 23, 2012

MANAGEMENT PROXY CIRCULAR

In this management proxy circular ("**circular**"), *you* and *your* refer to the shareholder. *We, us, our, Air Canada* and the *Corporation* refer to Air Canada. Unless otherwise stated, all dollar amounts contained in this circular are expressed in Canadian dollars.

This circular is for our annual and special shareholder meeting to be held on June 4, 2012 ("**meeting**"). As a shareholder of Air Canada, you have the right to vote your shares on the election of the directors, the appointment of the auditors, the approval of the proposed amendments to the Corporation's shareholder rights plan, the approval, in an advisory, non-binding capacity, of a resolution in respect of Air Canada's approach to executive compensation and on any other items that may properly come before the meeting or any adjournment thereof.

To help you make an informed decision, please read this circular. This circular tells you about the meeting, the director nominees, the proposed auditors, our corporate governance practices, the compensation of directors and certain officers, the proposed amendments to the Corporation's shareholder rights plan, the advisory, non-binding resolution in respect of Air Canada's approach to executive compensation and other matters. The information in this document is current as at April 23, 2012 unless otherwise indicated. Financial information on Air Canada and its subsidiaries is provided in its consolidated financial statements and management's discussion and analysis for the year ended December 31, 2011.

Your proxy is solicited by or on behalf of the management of Air Canada for use at the meeting. In addition to solicitation by mail, our employees or agents may solicit proxies by other means. The cost of any such solicitation will be borne by the Corporation. The Corporation may also reimburse brokers and other persons holding shares in their names or in the names of nominees, for their costs incurred in sending proxy materials to beneficial owners and obtaining their proxies or voting instructions.

Air Canada has retained Phoenix Advisory Partners in an advisory capacity on March 30, 2011. Pursuant to the agreement with Phoenix Advisory Partners, Air Canada has agreed to pay a base fee of \$25,000 plus additional fees which shall vary based on the services provided.

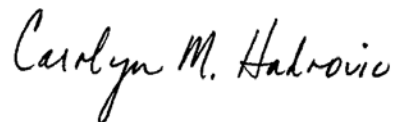
If you have any questions about any of the information in this circular, please call Shareholder Relations at (514) 422-6644 for service in English or in French.

If you have any questions regarding the approval of the proposed amendments to the Corporation's shareholder rights plan and the approval of the advisory, non-binding resolution in respect of Air Canada's approach to executive compensation, please contact Phoenix Advisory Partners toll-free at 1-800-226-2185 or by e-mail at inquiries@phoenixadvisorypartners.com. Shareholders outside of North America and brokers should call collect at 201-806-2222.

Approval of this circular

The board of directors of Air Canada (the "**Board of Directors**" or "**Board**") approved the contents of this circular and authorized it to be sent to each shareholder who is eligible to receive notice of, and vote his or her shares at, our annual and special shareholder meeting, as well as to each director and to the auditors.

Corporate Secretary



Montreal, Québec
April 23, 2012

VOTING YOUR SHARES

Your vote is important

As a shareholder of Air Canada, it is very important that you read the following information on how to vote your shares and then vote your shares, either by proxy or in person at the meeting.

Voting

You can attend the meeting or you can appoint someone else to vote for you as your proxyholder. A shareholder entitled to vote at the meeting may, by means of a proxy, appoint a proxyholder or one or more alternate proxyholders, who are not required to be shareholders, to attend and act at the meeting in the manner and to the extent authorized by the proxy and with the authority conferred by the proxy. Voting by proxy means that you are giving the person named on your form of proxy or your voting instruction form ("**proxyholder**") the authority to vote your shares for you at the meeting or any adjournment thereof.

The persons who are named on the form of proxy or voting instruction form are directors or officers of the Corporation and will vote your shares for you. **You have the right to appoint someone else to be your proxyholder.** If you appoint someone else, he or she must attend the meeting to vote your shares.

How to vote – registered shareholders

You are a registered shareholder if your name appears on your share certificate.

If you are not sure whether you are a registered shareholder, please contact Canadian Stock Transfer Company Inc. ("CST") as administrative agent for CIBC Mellon Trust Company at 1-800-387-0825.

By proxy

By facsimile or by mail

Complete your form of proxy and return it by facsimile at (416) 368-2502 or return it in the envelope we have provided or by delivering it to one of CST's principal Corporate Trust Offices in Halifax, Montreal, Toronto, Calgary or Vancouver for receipt before 4:00 p.m. (Montreal time) on May 31, 2012. A list of addresses for the principal offices of CST is set forth on pages 77 and 78 of this circular.

If you return your proxy by facsimile or mail, you can appoint a person other than the directors or officers named in the form of proxy as your proxyholder. This person does not have to be a shareholder. Fill in the name of the person you are appointing in the blank space provided on the form of proxy. Complete your voting instructions, and date and sign the form. Make sure that the person you appoint is aware that he or she has been appointed and attends the meeting.

Please see the section titled "Completing the form of proxy" for more information.

In person at the meeting

You do not need to complete or return your form of proxy.

You will receive a shareholder card at the meeting upon registration at the registration desk for admittance to the meeting.

How to vote – non-registered shareholders

You are a non-registered shareholder if your bank, trust company, securities broker or other financial institution (your "**nominee**") holds your shares for you.

If you are not sure whether you are a non-registered shareholder, please contact CST at 1-800-387-0825.

By proxy

Your nominee is required to ask for your voting instructions before the meeting. Please contact your nominee if you did not receive a request for voting instructions in this package.

On the Internet

Go to the website at www.proxyvote.com and follow the instructions on the screen. Your voting instructions are then conveyed electronically over the Internet.

You will need the 12 digit Control Number found on your voting instruction form.

If you return your voting instruction form via the Internet, you can appoint a person other than the directors or officers named on the voting instruction form as your proxyholder. This person does not have to be a shareholder. Indicate the name of the person you are appointing in the space provided on the voting instruction form. Complete your voting instructions, and date and submit the form. Make sure that the person you appoint is aware that he or she has been appointed and attends the meeting.

The cut-off time for voting over the Internet is 11:59 p.m. (Montreal time) on May 30, 2012.

By facsimile or by mail

Alternatively you may vote your shares by completing the voting instruction form as directed on the form and returning it by facsimile at (905) 507-7793 or (514) 281-8911 or in the business reply envelope provided **for receipt before 4:00 p.m. (Montreal time) on May 30, 2012.**

In person at the meeting

You can vote your shares in person at the meeting if you have instructed your nominee to appoint you as proxyholder.

To do this, write your name in the space provided on the voting instruction form and follow the instructions of your nominee.

How to vote – employees holding shares under the Employee Share Ownership Plan or the Employee Recognition Share Award Plan of Air Canada

Shares purchased by employees of Air Canada or its subsidiaries under the Employee Share Ownership Plan and shares received by employees of Air Canada or its subsidiaries under the Employee Recognition Share Award Plan (collectively, "**Employee Shares**") are registered in the name of Computershare Trust Company of Canada ("**Computershare**"), as trustee in accordance with the provisions of such plans unless the employees have withdrawn their shares from the plan.

If you are not sure whether you are an employee holding your shares through Computershare, please contact Computershare at 1-877-982-8766.

In the event that an employee holds any shares other than Employee Shares, he or she must also complete a form of proxy or voting instruction form with respect to such additional shares in the manner indicated above for registered shareholders or non-registered shareholders, as applicable.

By proxy

A voting instruction form is enclosed with this circular which allows you to provide your voting instructions on the Internet or by mail.

On the Internet

Go to the website at www.investorvote.com and follow the instructions on the screen. Your voting instructions are then conveyed electronically over the Internet.

You will need the 15 digit Control Number, found on your voting instruction form.

You can appoint a person other than Computershare as your proxyholder. This person does not have to be a shareholder. Indicate the name of the person you are appointing in the space provided on the website or on the voting instruction form. Make sure that the person you appoint is aware that he or she has been appointed and attends the meeting.

The cut-off time for voting over the Internet is 11:59 p.m. (Montreal time) on May 30, 2012.

By mail

Alternatively you may vote your shares by completing the voting instruction form as directed on the form and returning it in the business reply envelope provided **for receipt before 4:00 p.m. (Montreal time) on May 30, 2012.**

In person at the meeting

You can vote your shares in person at the meeting if you have instructed Computershare to appoint you as proxyholder.

To do this, enter your name in the appropriate box on the website or write your name in the space provided on the voting instruction form and follow the instructions provided in the voting instruction form.

Completing the form of proxy

You can choose to vote "For" or "Withhold" with respect to the election of the directors and the appointment of the auditors and "For" or "Against" with respect to the approval of the proposed amendments to the Corporation's shareholder rights plan and the approval of an advisory, non-binding resolution in respect of Air Canada's approach to executive compensation. If you are a non-registered shareholder voting your shares, or an employee voting your Employee Shares held pursuant to the Employee Share Ownership Plan or the Employee Recognition Share Award Plan of Air Canada, please follow the instructions provided in the voting instruction form.

When you complete the form of proxy without appointing an alternate proxyholder, you authorize David I. Richardson, Calin Rovinescu or Carolyn M. Hadrovic, who are directors or officers of Air Canada, to vote your shares for you at the meeting in accordance with your instructions. **If you return your proxy without specifying how you want to vote your shares, your vote will be counted FOR electing the director nominees who are named in this circular, FOR appointing PricewaterhouseCoopers LLP as auditors of the Corporation, FOR approving the proposed amendments to the Corporation's shareholder rights plan and FOR approving an advisory, non-binding resolution in respect of Air Canada's approach to executive compensation.**

Management is not aware of any other matters which will be presented for action at the meeting. If, however, other matters properly come before the meeting, the persons designated in the enclosed form of proxy will vote in accordance with their judgment, pursuant to the discretionary authority conferred by the proxy with respect to such matters.

You have the right to appoint someone other than the management proxy nominees to be your proxyholder. If you are appointing someone else to vote your shares for you at the meeting, fill in the name of the person voting for you in the blank space provided on the form of proxy.

If you do not specify how you want your shares voted, the persons named as proxyholder will vote your shares in favour of each item scheduled to come before the meeting and as he or she sees fit on any other matter that may properly come before the meeting.

A proxyholder has the same rights as the shareholder by whom it was appointed to speak at the meeting in respect of any matter, to vote by way of ballot at the meeting and, except where the proxyholder has conflicting instructions from more than one shareholder, to vote at the meeting in respect of any matter by way of any show of hands.

If you are an individual shareholder, you or your authorized attorney must sign the form of proxy. If you are a corporation or other legal entity, an authorized officer or attorney must sign the form of proxy.

You must also complete the Declaration of Canadian Status contained in the form of proxy, voting instruction form or in the Internet voting instructions to inform the Corporation whether you are Canadian or not in order to enable Air Canada to comply with the restrictions imposed by its articles and the *Canada Transportation Act* on the ownership and voting of its voting securities. If you do not complete such declaration 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 proxy are owned and controlled by a Canadian, you will be deemed to be a non-Canadian for purposes of voting at the meeting.

If you need assistance completing your form of proxy or voting instruction form, please contact Shareholder Relations at (514) 422-6644 for service in English or in French.

Changing your vote

In addition to revocation in any other manner permitted by law, a shareholder giving a proxy and submitting it by mail may revoke it by an instrument in writing executed by the shareholder or the shareholder's attorney authorized in writing and deposited either at the Montreal office of Air Canada's transfer agent, CST, 2001 University Street, Suite 1600, Montreal, Québec, or at Air Canada's registered office, 7373 Côte-Vertu Boulevard West, Saint-Laurent, Québec, at any time up to and including the last business day preceding the day of the meeting, or any adjournment thereof, at which the proxy is to be used, or with the chairman of the meeting on the day of the meeting, or any adjournment thereof. If the voting instructions were conveyed over the Internet, conveying new voting instructions by Internet or by mail within the applicable cut-off times will revoke the prior instructions.

Voting requirements

The election of directors, the appointment of auditors, the approval of the proposed amendments to the Corporation's shareholder rights plan and the approval of a non-binding advisory vote on executive compensation will each be determined by a majority of votes cast at the meeting by proxy or in person. If there is a tie, the chair of the meeting is not entitled to a second or casting vote. The Corporation's transfer agent, CST, counts and tabulates the votes.

For details concerning the Corporation's "Majority Voting Policy" with respect to the election of its directors, please refer to the information under the heading "Election of Directors" at page 9 of this circular.

Voting shares and quorum

As of April 23, 2012, there were 241,036,826 Class B voting shares and 37,871,659 Class A variable voting shares outstanding. Shareholders of record on April 9, 2012 are entitled to receive notice of and vote at the meeting. The list of shareholders entitled to vote at the meeting is available for inspection during usual business hours at the Montreal office of the Corporation's transfer agent, CST, 2001 University Street, Suite 1600, Montreal, Québec and at the meeting.

A quorum is present at the meeting if the holders of not less than 25% of the shares entitled to vote at the meeting are present in person or represented by proxy, irrespective of the number of persons actually at the meeting. If a quorum is present at the opening of the meeting, the shareholders present or represented by proxy may proceed with the business of the meeting notwithstanding that a quorum is not present throughout the meeting. If a quorum is not present at the opening of the meeting, the shareholders present or represented by proxy may adjourn the meeting to a fixed time and place but may not transact any other business.

If a body corporate or association is a shareholder of the Corporation, the Corporation shall recognize any individual authorized by a resolution of the directors or governing body of the body corporate or association to represent it at the meeting. An individual thus authorized may exercise on behalf of the body corporate or association all the powers it could exercise if it were an individual shareholder.

If two or more persons hold shares jointly, one of those holders present at the meeting may in the absence of the others vote the shares, but if two or more of those persons who are present, in person or by proxy, vote, they shall vote as one on the shares jointly held by them.

Restrictions on voting securities

Currently, the *Air Canada Public Participation Act* requires the articles of the Corporation to contain provisions limiting ownership of the Corporation's voting interests by non-residents of Canada to a maximum of 25% or any higher percentage that the Governor in Council may by regulation specify. Also, the applicable provisions of the *Canada Transportation Act* require that national holders of domestic, scheduled international and non-scheduled international licences be Canadian. In the case of each licence holder, this requires that it be controlled in fact by Canadians and that, currently, at least 75% of its voting interests be owned and controlled by Canadians. The articles of the Corporation contain restrictions to ensure that Air Canada remains Canadian under the *Canada Transportation Act*. The definition of the term "Canadian" under section 55(1) of the *Canada Transportation Act* may, currently, be summarized as follows:

- (a) Canadian citizen or a permanent resident within the meaning of the *Immigration and Refugee Protection Act* (Canada);
- (b) government in Canada or an agent of such a government; or
- (c) a corporation or other 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 75%, or such lesser percentage as the Governor in Council may by regulation specify, of the voting interests are owned and controlled by Canadians.

Air Canada has two classes of shares: (i) Class B voting shares and (ii) Class A variable voting shares.

The Class B voting shares may only be held, beneficially owned and controlled, directly or indirectly, by Canadians. An issued and outstanding Class B voting share shall be converted into one Class A variable voting share, automatically and without any further act of Air Canada or the holder, if such Class B voting share becomes held, beneficially owned or controlled, directly or indirectly, otherwise than by way of security only, by a person who is not a Canadian. Each Class B voting share confers the right to one vote.

The Class A variable voting shares may only be held, beneficially owned or controlled, directly or indirectly, by persons who are not Canadians. An issued and outstanding Class A variable voting share shall be converted into one Class B voting share, automatically and without any further act of Air Canada or the holder, if such Class A variable voting share becomes held, beneficially owned and controlled, directly or indirectly, otherwise than by way of security only, by a Canadian.

Each Class A variable voting share confers the right to one vote unless: (i) the number of Class A variable voting shares outstanding, as a percentage of the total number of voting shares outstanding of Air Canada exceeds 25% (or any higher percentage that the Governor in Council may by regulation specify), or (ii) the total number of votes cast by or on behalf of holders of Class A variable voting shares at any meeting exceeds 25% (or any higher percentage that the Governor in Council may by regulation specify) of the total number of votes that may be cast at such meeting. If either of the above noted thresholds would otherwise be surpassed at any time, the vote attached to each Class A variable voting share will decrease proportionately such that: (i) the Class A variable voting shares as a class do not carry more than 25% (or any higher percentage that the Governor in Council may by regulation specify) of the aggregate votes attached to all issued and outstanding voting shares of Air Canada and (ii) the total number of votes cast by or on behalf of holders of Class A variable voting shares at any meeting do not exceed 25% (or any higher percentage that the Governor in Council may by regulation specify) of the votes that may be cast at such meeting.

The Government of Canada's Bill C-10, the *Budget Implementation Act 2009*, contains provisions whereby the restrictions relating to voting securities in the *Air Canada Public Participation Act* would be repealed and the *Canada Transportation Act* would be amended to provide the Governor in Council with flexibility to increase the foreign voting interests ownership limit from the existing 25% level to a maximum of 49%. These provisions will come into force on a date to be fixed by order of the Governor in Council made on the recommendation of the Minister of Finance in the case of the *Air Canada Public Participation Act*, and on the recommendation of the

Minister of Transport in the case of the *Canada Transportation Act*. Air Canada does not expect that these provisions will come into effect prior to the meeting.

The holders of Class A variable voting shares and Class B voting shares will vote together at the meeting and no separate meeting is being held for any such class of shares.

Shareholders who wish to vote at the meeting either by completing and delivering a proxy or a voting instruction form or by attending and voting at the meeting will be required to complete a Declaration of Canadian Status in order to enable Air Canada to comply with the restrictions imposed by its articles and the *Canada Transportation Act* on the ownership and voting of its voting securities. If you do not complete such declaration 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 the proxy are owned and controlled by a Canadian, you will be deemed to be a non-Canadian for purposes of voting at the meeting. Such declaration is contained in the accompanying form of proxy or in the voting instruction form provided to you if you are a non-registered shareholder or an employee voting shares under the Employee Share Ownership Plan or the Employee Recognition Share Award Plan of Air Canada, as well as in the Internet voting instructions.

The Corporation has adopted various procedures and processes to ensure that the non-Canadian ownership restriction of voting shares is respected.

Principal shareholders

As of April 23, 2012, to the knowledge of the officers or directors of the Corporation, each of the following entities beneficially owned or exercised control or direction over, directly or indirectly, shares carrying more than 10% of the votes attached to any class of shares entitled to vote in connection with any matters being proposed for consideration at the meeting.

Name of Shareholder	Number and Type of Shares	% of Outstanding Shares of Such Class
Letko, Brosseau & Associates Inc. ("Letko") ⁽¹⁾⁽²⁾	36,111,007 Class B voting shares	15.0% of all outstanding Class B voting shares
ACE Aviation Holdings Inc. ("ACE Aviation") ⁽¹⁾⁽³⁾	31,000,000 Class B voting shares	12.9% of all outstanding Class B voting shares
PAR Capital Management, Inc. ("PAR") ⁽¹⁾⁽⁴⁾	9,250,000 Class A variable voting shares	24.4% of all outstanding Class A variable voting shares
Anchorage Capital Master Offshore, Ltd. ⁽¹⁾	5,450,000 Class A variable voting shares	14.4% of all outstanding Class A variable voting shares
Fidelity Management & Research Company, together with Pyramis Global Advisors, LLC, Pyramis Global Advisors Trust Company, Strategic Advisers Incorporated and FIL Limited ⁽¹⁾	5,100,000 Class A variable voting shares	13.5% of all outstanding Class A variable voting shares
Polar Securities Inc. ("Polar") ⁽¹⁾⁽⁵⁾	4,600,000 Class A variable voting shares	12.1% of all outstanding Class A variable voting shares
New Vernon Aegir Master Fund Ltd. ("New Vernon") ⁽¹⁾⁽⁶⁾	4,498,500 Class A variable voting shares	11.9% of all outstanding Class A variable voting shares
UBS AG ⁽⁷⁾	4,469,048 Class A variable voting shares	11.8% of all outstanding Class A variable voting shares

(1) Based on publicly available early warning reports.

(2) Based on its alternative monthly report for the period ended February 29, 2012, Letko also holds 10,570,447 warrants expiring on October 27, 2012, each entitling Letko to purchase one Class A variable voting share or one Class B voting share at an exercise price of \$2.20 per share. Air Canada understands that, since the filing of its report on February 29, 2012, Letko has increased the number of

shares over which it exercises control or direction such that it now exercises control or direction over 36,675,800 Class B voting shares and 10,543,047 warrants.

- (3) ACE Aviation also holds 2,500,000 warrants, each entitling ACE Aviation to purchase one Class B voting share.
- (4) Based on its alternative monthly report dated April 11, 2011, PAR also holds 4,166,666 warrants, each entitling PAR to purchase one Class A variable voting share.
- (5) Based on its alternative monthly report dated February 10, 2010, Polar also exercises control or direction over 779,100 warrants, each entitling Polar to purchase one Class A variable voting share.
- (6) Based on its alternative monthly report dated January 9, 2012, New Vernon also holds 2,805,549 warrants, each entitling New Vernon to purchase one Class A variable voting share.
- (7) According to its press release dated April 13, 2012, UBS announced that on February 23, 2012, it acquired approximately one million Class A variable voting shares, taking its aggregate beneficial ownership to approximately 20.4% of Class A variable voting shares, following which it reduced its aggregate ownership of Class A variable voting shares. Air Canada understands that UBS exercises control or direction over 4,469,048 Class A shares and 1,602,000 warrants.

BUSINESS OF THE MEETING

Five items will be covered at the meeting:

1. placement before shareholders of the consolidated financial statements of Air Canada for the year ended December 31, 2011, including the auditors' report thereon;
2. election of directors who will serve until the end of the next annual shareholder meeting or until their successors are elected or appointed;
3. appointment of auditors;
4. adoption of an ordinary resolution, a copy of which is reproduced at Schedule "A" of this circular, approving the proposed amendments to the Corporation's shareholder rights plan, the whole as described in this circular;
5. consideration and the approval, in an advisory, non-binding capacity, of a resolution, a copy of which is reproduced at Schedule "B" of this circular, in respect of Air Canada's approach to executive compensation; and
6. consideration of such other business, if any, that may properly come before the meeting or any adjournment thereof.

As of the date of this circular, management is not aware of any changes to these items, and does not expect any other items to be brought forward at the meeting. If there are changes or new items, your proxyholder can vote your shares on these items as he or she sees fit.

1. Placement of Air Canada's financial statements

The consolidated financial statements for the year ended December 31, 2011, including the auditors' report thereon, are available on SEDAR at www.sedar.com or on the Corporation's website at www.aircanada.com. Copies of such statements will also be available at the meeting.

2. Election of directors

Nine (9) directors are to be elected to the Board. Please see "The Nominated Directors" for more information. Directors elected at the meeting will serve until the end of the next annual shareholder meeting or until their successors are elected or appointed.

All of the individuals to be nominated as directors were previously elected to the Board by the shareholders of the Corporation.

The Board has adopted a "Majority Voting Policy" to the effect that a nominee for election as a director of Air Canada who receives a greater number of votes "withheld" than votes "for", with respect to the election of directors by shareholders, will be expected to offer to tender his or her resignation to the Chairman promptly following the meeting of shareholders at which the director was elected. The Governance and Corporate Matters Committee will consider such offer and make a recommendation to the Board whether to accept it or not. The Board will make its decision and announce it in a press release within ninety (90) days following the meeting of shareholders. The director who offered to tender his or her resignation should not be part of any committee or Board deliberations pertaining to the resignation offer. This Majority Voting Policy only applies in circumstances involving an uncontested election of directors. An "uncontested election of directors" means an election of directors in respect of which (i) the number of director nominees is the same as the number of directors to be elected to the Board; and (ii) no proxy materials are circulated in support of one or more nominees who are not part of the candidates supported by the Board.

If you do not specify how you want your shares voted, the persons named as proxyholders in the management form of proxy or voting instruction form will cast the votes represented by proxy at the meeting FOR the election of the director nominees who are named in this circular.

3. Appointment of auditors

The Board, on the advice of the Audit, Finance and Risk Committee, recommends that PricewaterhouseCoopers LLP, Chartered Accountants, be reappointed as auditors. PricewaterhouseCoopers LLP were first appointed as auditors of Air Canada on April 26, 1990.

The auditors appointed at the meeting will serve until the end of the next annual shareholder meeting or until their successors are appointed.

Fees payable for the years ended December 31, 2011 and December 31, 2010 to PricewaterhouseCoopers LLP and its affiliates are \$2,789,161 and \$2,791,390 respectively, as detailed in the following table:

	Year ended December 31, 2011 (\$)	Year ended December 31, 2010 (\$)
Audit fees	1,734,574	1,700,820
Audit-related fees	779,484	522,075
Tax fees	103,271	60,961
All other fees	<u>171,832</u>	<u>507,534</u>
Total fees	2,789,161	2,791,390

The nature of each category of fees is described below.

Audit fees. Audit fees were paid for professional services rendered for the audit of Air Canada's annual consolidated financial statements and for services that are normally provided in connection with statutory and regulatory filings or engagements related to the annual consolidated financial statements, including review engagements performed on the interim consolidated financial statements of Air Canada.

Audit-related fees. Audit-related fees were paid for professional services related to the audit of the non-consolidated financial statements of Air Canada, pension plan audits, audits of subsidiary companies, where required, specified procedures reports and other audit engagements not related to the consolidated financial statements of Air Canada.

Tax fees. Tax fees were paid for professional services rendered with respect to income taxes.

All Other fees. Other fees were paid for translation services, advisory services and fees related to the auditor's involvement with offering documents.

More information on Air Canada's Audit, Finance and Risk Committee is contained in Air Canada's Annual Information Form filed by Air Canada on March 30, 2012 and which is available on SEDAR at www.sedar.com or on the Corporation's website at www.aircanada.com.

If you do not specify how you want your shares voted, the persons named as proxyholders in the management form of proxy or voting instruction form will cast the votes represented by proxy at the meeting FOR the appointment of PricewaterhouseCoopers LLP as auditors.

4. Approval of the proposed amendments to the Corporation's shareholder rights plan

Shareholders will be asked at the meeting to consider and, if thought advisable, adopt a resolution (the "Rights Plan Amendment Resolution"), the text of which is attached to this Circular as Schedule "A", to approve amendments to the shareholder rights plan agreement (the "Rights Plan") dated as of March 30, 2011 between the Corporation and CIBC Mellon Trust Company. The full text of the Rights Plan is available under the Corporation's profile at www.sedar.com.

The Rights Plan, approved at Air Canada's 2011 annual and special shareholders meeting, is designed to provide the Corporation's shareholders and the Board of Directors additional time to assess an unsolicited take-over bid for the Corporation and, where appropriate, to give the Board of Directors additional time to pursue alternatives for maximizing shareholder value. It also encourages fair treatment of all shareholders by providing them with an equal opportunity to participate in a take-over bid.

In considering whether to adopt the Rights Plan, the Board of Directors considered the current legislative framework in Canada governing take-over bids. Under provincial securities legislation, a take-over bid generally means an offer to purchase a class of voting or equity shares of a corporation that, together with shares already owned by such person and certain parties related thereto, amount to 20% or more of the outstanding shares of such class. The Rights Plan currently would be triggered in the event of an offer to acquire 20% or more of the outstanding Class A variable voting shares or Class B voting shares of Air Canada.

Some non-Canadian investors have expressed concern relating to the acquisition of Class A variable voting shares due to the limited float of shares in such class and the risk of such float further decreasing over time, and thus further restricting the interest of non-Canadian investors generally in Air Canada's shares because of reasons unrelated to their investment objectives. While having increased its public float of shares significantly over recent years, and therefore its potential investor base, and having a flexible capital structure that is designed to permit non-Canadian investors to become shareholders of Air Canada, the relatively small number of outstanding Class A variable voting shares may limit the ability of non-Canadians to acquire Class A variable voting shares. In an effort to facilitate investment in Class A variable voting shares, Air Canada applied to the *Autorité des marchés financiers* (the "AMF"), as principal regulator, and the Ontario Securities Commission for a decision (the "Requested Relief") under applicable Canadian securities legislation that:

- (a) a person that makes an offer to purchase outstanding Class A variable voting shares of the Corporation or outstanding Class B voting shares of the Corporation, which would constitute a take-over bid under applicable securities legislation as a result of the shares subject to the offer to purchase, together with the person's shares of that class, constituting in the aggregate 20% or more of the outstanding Class A variable voting shares or Class B voting shares, as the case may be, at the date of the offer to purchase, be exempted from the take-over bid requirements unless and until the Class A variable voting shares or Class B voting shares, as the case may be, subject to the offer to purchase, together with the shares of that class held by such person, would constitute, at the date of the offer to purchase, in the aggregate 20% or more of the outstanding Class A variable voting shares and Class B voting shares on a combined basis; and
- (b) a person who acquires beneficial ownership of, or control or direction over, Class A variable voting shares or Class B voting shares, or securities convertible into such shares, that, together with the person's shares of that class, would constitute 10% or more of the outstanding Class A variable voting shares or Class B voting shares, as the case may be (or 5% in the case of acquisitions during a take-over bid), be exempted from the early warning requirements under applicable securities legislation unless and until the Class A variable voting shares or Class B voting shares, as the case may be, over which such person acquires beneficial ownership of, or control or direction over, together with the shares of that class held by such person, would constitute 10% or more of the outstanding Class A variable voting shares and Class B voting shares on a combined basis (or 5% in the case of acquisitions during a take-over bid).

The AMF, in its capacity as principal regulator, issued a decision (the "Decision") granting the Requested Relief based on, among others, the reasons described below. The Decision will become effective immediately (but only) upon the approval of the Rights Plan Amendment Resolution by a majority of the shareholders of Air Canada at the meeting. The amendments to the Rights Plan set out in the Rights Plan Amendment Resolution are a condition for the Decision to become effective so that the Rights Plan, which is currently triggered in the event of an offer to purchase 20% or more of the outstanding Class A variable voting shares or Class B voting shares, would only be triggered, consistent with the Requested Relief, in the event of an offer to purchase 20% or more of the outstanding Class A variable voting shares and Class B voting shares on a combined basis.

Among the elements taken into account in the Decision was the fact that Air Canada's dual class shareholding structure was implemented solely to ensure compliance with the requirements of the *Air Canada Public Participation Act* and the *Canada Transportation Act*, as described under the heading "Voting Your Shares - Restrictions on voting securities". An investor does not control or choose which class of shares it acquires and holds. There are no unique features of either class of shares which an existing or potential investor can choose to acquire, exercise or dispose of; the class ultimately available to it is a function of the investor's Canadian or non-Canadian status only. Moreover, if after having acquired shares, a holder's Canadian/non-Canadian status changes, the shares will convert accordingly and automatically, without formality or regard to any other consideration.

Though applicable take-over bid rules and early warning requirements apply to the acquisition of securities of a class, it was acknowledged in the Decision that aggregating Class A variable voting shares and Class B voting shares for the purpose of the take-over bid rules and early warning requirements may facilitate investment in Class A variable voting shares. Because of the current significantly smaller public float of Class A variable voting shares (compared to the public float of Class B voting shares), absent the Decision by the AMF, it may be difficult for non-Canadian investors to acquire shares in the ordinary course without the apprehension of inadvertently triggering the take-over bid rules or early warning requirements. The Decision also considered the fact that the Class A variable voting shares and Class B voting shares of Air Canada have identical economic attributes and, though they are listed on the TSX under separate ticker symbols, have historically traded at the same price or within a narrow price range, indicative of the fact that the market may essentially be assigning the same value to the two classes of shares.

In accordance with the Decision, the Rights Plan Amendment Resolution would amend the definitions of "Take-Over Bid" and "Acquiring Person" in the Rights Plan such that an offer to acquire 20% or more of the outstanding Class A variable voting shares or Class B voting shares of Air Canada shall not constitute a "take-over bid" for the purposes of the Rights Plan unless the securities subject to the offer, together with the offeror's securities (as defined in the applicable take-over bid rules), represent in the aggregate 20% or more of the outstanding Class A variable voting shares and Class B voting shares on a combined basis.

The Board of Directors unanimously recommends that shareholders vote "FOR" the resolution set out in Schedule "A" to this Circular. Unless otherwise instructed by a shareholder, the persons named in the accompanying form of proxy will vote "FOR" the Rights Plan Amendment Resolution in the form of Schedule "A" hereto approving the proposed amendments to the Rights Plan.

5. Approval of the advisory resolution on executive compensation

On April 23, 2012, the Board approved a Say on Pay Advisory Vote Policy to give shareholders a formal opportunity to provide their views on the Corporation's approach to executive compensation. Starting at this year's annual and special shareholder meeting, the Corporation will present a non-binding advisory vote on executive compensation. The Corporation intends to hold such advisory say on pay vote on a bi-annual basis as part of the Corporation's process of shareholder engagement. The adoption of advisory votes on executive compensation is a recent and evolving governance practice in Canada. The Corporation is committed to demonstrating leadership in evolving governance issues including executive compensation as well as providing shareholders with clear, comprehensive and transparent disclosure relating to executive compensation and to receive feedback from shareholders on this matter.

The Board believes that shareholders should have the opportunity to fully understand the objectives and principles underlying executive compensation decisions made by the Board. Our executive compensation philosophy, policies and programs are intended to align the interests of our executive team with those of our shareholders. This compensation approach allows us to attract and retain executives who will be strongly incented to continue with the

transformation of the Corporation to create value for our shareholders, in the future, on a sustainable basis. For further information concerning Air Canada's approach to executive compensation and its engagement with its shareholders, please refer to the sections under the headings "Statement of Governance Practices – Compensation" and "Air Canada's Executive Compensation Program".

The Board recommends that the shareholders vote in favour of the approval of the following resolution in the form recommended by the Canadian Coalition for Good Governance, the text of which is also attached as Schedule "B" of this circular:

"BE IT RESOLVED THAT, on an advisory basis and not to diminish the role and responsibilities of the Board of Directors, that the shareholders accept the approach to executive compensation disclosed in the Corporation's information circular delivered in advance of the 2012 annual and special meeting of shareholders."

As this is an advisory vote, the results will not be binding upon the Board. However, the members of the Board and the Human Resources and Compensation Committee will review and analyze the results of the vote and, as appropriate, take into account such results when reviewing, in the future, executive compensation philosophy, policies, programs or arrangements.

If you do not specify how you want your shares voted, the persons named as proxyholders in the management form of proxy or voting instruction form will cast the votes represented by proxy at the meeting FOR the advisory, non-binding resolution in respect of Air Canada's approach to executive compensation.

6. Consideration of other business


We will also:


- report on other items that are significant to our business; and
- invite questions from shareholders.


THE NOMINATED DIRECTORS


Nine (9) directors are to be elected at the meeting, each of whom is to hold office until the end of the next annual meeting of shareholders or until their successors are elected or appointed.


All nominees have established their eligibility and willingness to serve as directors. If prior to the meeting, any of the listed nominees would become unable or unavailable to serve, proxies will be voted for any other nominee or nominees at the discretion of the proxyholder. The tables below set out, among other things, the names of the proposed nominees for election as directors, together with their municipality of residence, the date they became directors, their principal occupation, other principal directorships, committee memberships, attendance record, total compensation received in their capacity as a director of Air Canada, independence and their areas of expertise. Also indicated is the number of securities beneficially owned, or over which control was exercised, directly or indirectly, as of April 23, 2012, the total market value of such securities and whether each director meets the Corporation's minimum shareholding requirements.

	BERNARD ATTALI Paris, France Age: 68		Bernard Attali is the Honorary Chairman of Air France Group and Senior Advisor for TPG Capital, a private investment firm. He was Vice Chairman of Deutsche Bank Europe Investment Banking from 1999 to 2000. Mr. Attali has served as Chairman and Chief Executive Officer of Air France as well as Chairman of the International Air Transport Association, Excom and the Association of European Airlines. Mr. Attali is Commandeur de la Légion d'Honneur and Titulaire de la Médaille de l'Aéronautique. Mr. Attali holds diplomas from the Institut d'Études Politiques de Paris and the École Nationale d'Administration.		
	Air Canada Director since November 15, 2006				
	Independent				
	<u>Areas of Expertise:</u> Airline industry Banking Business management Consulting Private equity				
Board/Committee Memberships at the Date Hereof:		Attendance	Attendance (Total):		Public Board Membership:
Member of the Board Governance and Corporate Matters Committee Human Resources and Compensation Committee Nominating Committee		10 of 13 4 of 4 4 of 4 2 of 2	20 of 23	87%	None.
Securities Held or Controlled:					
As at	Total Securities	Total Market Value of Securities	Value of Securities for the Purpose of Minimum Shareholding Requirements	Minimum Shareholding Requirements	Meets Requirements⁽¹⁾
April 23, 2012	25,929.47 deferred share units ⁽²⁾	\$22,040 ⁽³⁾	\$70,000 ⁽⁴⁾	\$120,000	No
March 30, 2011	4,829.61 deferred share units	\$11,784 ⁽⁵⁾	\$47,500 ⁽⁶⁾	\$120,000	No
Value of Total Compensation Received		(1) Mr. Attali has until October 1, 2012 to meet Air Canada's share ownership requirements. (2) For further details on deferred share units, see "Remuneration of Directors". (3) Deferred share units are calculated at a market value of \$0.85 per unit (based on the April 23, 2012 Toronto Stock Exchange closing price of the Class A variable voting shares). (4) This amount represents the greater of: (i) the market value of the deferred share units as at April 23, 2012 (described above), and (ii) the purchase price of the deferred share units. (5) Deferred share units are calculated at a market value of \$2.44 per unit (based on the March 30, 2011 Toronto Stock Exchange closing price of the Class A variable voting shares). (6) This amount represents the greater of: (i) the market value of the deferred share units as at March 30, 2011 (described above), and (ii) the purchase price of the deferred share units.			
Year	\$				
2011	\$135,000 ⁽⁷⁾				
2010	\$100,000				


		MICHAEL M. GREEN Radnor, Pennsylvania, USA Age: 53 Air Canada Director since March 30, 2009 Independent <u>Areas of Expertise:</u> Finance Investments Engineering Management Strategy Transportation		Michael M. Green is the Chief Executive Officer and Managing Director of Tenex Capital Management, a private investment firm. Mr. Green has a multi-industry investment and operations background in aerospace, transportation, telecommunications and software systems. Mr. Green was the Managing Director of Cerberus Capital Management, L.P. from 2004 to 2009. From 1999 to 2004, Mr. Green was the Managing Partner of TenX Capital Partners and joined Cerberus in 2004 when Cerberus acquired certain portfolio companies from TenX. Previously, Mr. Green was the Chief Executive Officer of several privately held companies, Trispan Solutions and Naviant Technology. Mr. Green began his career at General Electric Company where he worked in several operating departments and held positions in engineering, manufacturing, sales, marketing and general management. Mr. Green holds a dual Bachelor of Science in Electrical Engineering and Physics from State University of New York, Buffalo and a Masters of Science in Electrical Engineering from Villanova University.	
Board/Committee Memberships at the Date Hereof:		Attendance	Attendance (Total):		Public Board Membership:
Member of the Board Audit, Finance and Risk Committee (Chair) Pension Committee Human Resources and Compensation Committee Nominating Committee		13 of 13 4 of 4 4 of 4 4 of 4 2 of 2	27 of 27	100%	None.
Securities Held or Controlled:					
As at	Total Securities	Total Market Value of Securities	Value of Securities for the Purpose of Minimum Shareholding Requirements	Minimum Shareholding Requirements	Meets Requirements
April 23, 2012	100,000 Class B variable voting shares 50,000 Warrants – Class B variable voting shares	\$85,250 ⁽¹⁾	\$156,000 ⁽²⁾	\$120,000	Yes
March 30, 2011	100,000 Class B variable voting shares 50,000 Warrants – Class B variable voting shares	\$273,000 ⁽³⁾	\$243,000 ⁽⁴⁾	\$120,000	Yes
Value of Total Compensation Received		(1) Class B variable voting shares are calculated at a market value of \$0.84 per share (based on the April 23, 2012 Toronto Stock Exchange closing price of the Class B variable voting shares). Warrants are calculated at a market value of \$0.025 per warrant (based on the April 23, 2012 Toronto Stock Exchange closing price of the warrants).			
Year	\$	(2) This amount represents the greater of: (i) the market value of the shares as at April 23, 2012 (described above), and (ii) the purchase price of the shares. Warrants are not taken into account for the purposes of Air Canada's share ownership requirements.			
2011	\$156,566 ⁽⁵⁾	(3) Class B variable voting shares are calculated at a market value of \$2.43 per share (based on the March 30, 2011 Toronto Stock Exchange closing price of the Class B variable voting shares). Warrants are calculated at a market value of \$0.60 per warrant (based on the March 30, 2011 Toronto Stock Exchange closing price of the warrants).			
2010	\$132,500	(4) This amount represents the greater of: (i) the market value of the shares as at March 30, 2011 (described above), and (ii) the purchase price of the shares. Warrants are not taken into account for the purposes of Air Canada's share ownership requirements.			
		(5) For further details on director remuneration, see "Remuneration of Directors".			

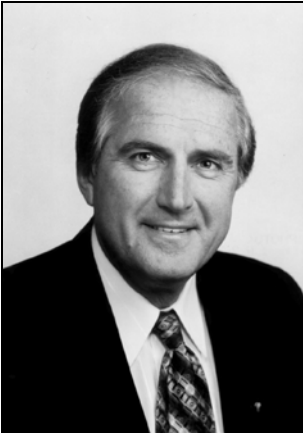
	JEAN MARC HUOT Montreal, Québec, Canada Age: 50		Jean Marc Huot is a partner with the Canadian law firm Stikeman Elliott LLP and co-chair of the firm's national Securities Law Group. His practice is focused primarily in the areas of corporate finance and mergers and acquisitions. Mr. Huot holds a Bachelor of Arts degree and a Bachelor of Law degree from Laval University.			
	Air Canada Director since May 8, 2009					
	Independent					
	<u>Areas of Expertise:</u> Legal Corporate Finance					
Board/Committee Memberships at the Date Hereof:		Attendance	Attendance (Total):		Public Board Membership:	
Member of the Board Pension Committee Governance and Corporate Matters Committee		13 of 13 6 of 6 4 of 4	23 of 23	100%	None.	
Securities Held or Controlled:						
As at	Total Securities	Total Market Value of Securities	Value of Securities for the Purpose of Minimum Shareholding Requirements	Minimum Shareholding Requirements	Meets Requirements	
April 23, 2012	25,000 Class B voting shares 134,241.38 deferred share units	\$133,763 ⁽¹⁾	\$248,320 ⁽²⁾	\$120,000	Yes	
March 30, 2011	25,000 Class B voting shares 72,760.37 deferred share units	\$237,558 ⁽³⁾	\$245,233 ⁽⁴⁾	\$120,000	Yes	
Value of Total Compensation Received		(1) Class B voting shares and deferred share units are calculated at a market value of \$0.84 per share and unit (based on the April 23, 2012 Toronto Stock Exchange closing price of the Class B voting shares). (2) This amount represents the greater of: (i) the market value of the shares and deferred share units as at April 23, 2012 (described above), and (ii) the purchase price of the shares and deferred share units. (3) Class B voting shares and deferred share units are calculated at a market value of \$2.43 per share and unit (based on the March 30, 2011 Toronto Stock Exchange closing price of the Class B voting shares). (4) This amount represents the greater of: (i) the market value of the shares and deferred share units as at March 30, 2011 (described above), and (ii) the purchase price of the shares and deferred share units. (5) For further details on director remuneration, see "Remuneration of Directors"				
Year	\$					
2011	\$135,000 ⁽⁵⁾					
2010	\$137,440					

	PIERRE MARC JOHNSON, G.O.Q., FRSC Montreal, Québec, Canada Age: 65		Pierre Marc Johnson, former Premier of Québec, is counsel to the offices of the Canadian law firm Heenan Blaikie LLP and advises, mediates and negotiates for or with various governments, United Nations related organizations and other international institutions. Mr. Johnson is also a director of ACE Aviation, Holcim Canada, Médicago Inc. and the Veolia Institute for the Environment (Paris). During his career in public office, Mr. Johnson, a physician and attorney, became Québec's Premier in 1985 and then Leader of the Opposition. Mr. Johnson was previously Minister of Labour and Manpower, Financial Institutions, Social Affairs, Intergovernmental Affairs, Attorney General and Minister of Justice. Mr. Johnson is a Fellow of the Royal Society of Canada, Grand Officer insignia of the Ordre National du Québec and Grand Croix de l'Ordre de la Pléiade.			
	Air Canada Director since November 15, 2006					
	Independent					
Areas of Expertise: Public affairs and policy Media Legal		Governance Compensation Strategy and strategic planning				
Board/Committee Memberships at the Date Hereof:		Attendance	Attendance (Total):		Public Board Membership:	
Member of the Board Pension Committee (Chair) Human Resources and Compensation Committee Governance and Corporate Matters Committee		12 of 13 5 of 6 3 of 4 3 of 4	23 of 27	85%	ACE Aviation Médicago Inc.	September 30, 2004 October 19, 2009
Securities Held or Controlled:						
As at	Total Securities	Total Market Value of Securities	Value of Securities for the Purpose of Minimum Shareholding Requirements		Minimum Shareholding Requirements	Meets Requirements⁽¹⁾
April 23, 2012	3,250 Class B voting shares 29,220.27 deferred share units 1,625 Warrants – Class B voting shares	\$27,316 ⁽²⁾	\$98,195 ⁽³⁾		\$120,000	No
March 30, 2011	3,250 Class B voting shares 8,726.59 deferred share units 1,625 Warrants – Class B voting shares	\$30,078 ⁽⁴⁾	\$72,898 ⁽⁵⁾		\$120,000	No
Value of Total Compensation Received		(1) Mr. Johnson has until October 1, 2012 to meet Air Canada's share ownership requirements.				
Year	\$	(2) Class B voting shares and deferred share units are calculated at a market value of \$0.84 per share and unit (based on the April 23, 2012 Toronto Stock Exchange closing price of the Class B voting shares). Warrants are calculated at a market value of \$0.025 per warrant (based on the April 23, 2012 Toronto Stock Exchange closing price of the warrants).				
2011	\$150,000 ⁽⁶⁾	(3) This amount represents the greater of: (i) the market value of the shares and deferred share units as at March 30, 2011 (described above), and (ii) the purchase price of the shares and deferred share units. Warrants are not taken into account for the purposes of Air Canada's share ownership requirements.				
2010	\$113,917	(4) Class B voting shares and deferred share units are calculated at a market value of \$2.43 per share and unit (based on the March 30, 2011 Toronto Stock Exchange closing price of the Class B voting shares). Warrants are calculated at a market value of \$0.60 per warrant (based on the March 30, 2011 Toronto Stock Exchange closing price of the warrants).				
(5) This amount represents the greater of: (i) the market value of the shares and deferred share units as at March 30, 2011 (described above), and (ii) the purchase price of the shares and deferred share units. Warrants are not taken into account for the purposes of Air Canada's share ownership requirements.						
(6) For further details on director remuneration, see "Remuneration of Directors".						

	JOSEPH B. LEONARD Minneapolis, Minnesota, USA Age: 68		Joseph B. Leonard is a corporate director. Mr. Leonard is a director of Mueller Water Products, Inc. and Walter Energy, Inc. Mr. Leonard was the Interim Chief Executive Officer of Walter Energy, Inc. from 2010 to 2011, and the Chairman of AirTran Holdings, Inc. from 1999 to 2008 and the Chief Executive Officer from 1999 to 2007. Mr. Leonard was also the President and Chief Executive Officer of AlliedSignal's Aerospace marketing, sales and service organization and previously held various senior management positions with Northwest Airlines, Eastern Airlines and American Airlines. Mr. Leonard holds a Bachelor of Science degree in Aerospace Engineering from Auburn University Montgomery.				
	Air Canada Director since May 21, 2008						
	Independent						
	Areas of Expertise: Executive leadership Aerospace industry Mergers and acquisitions Human resource practices Corporate finance Corporate governance Government and regulatory affairs						
		Airline industry Strategy					
Board/Committee Memberships at the Date Hereof:			Attendance	Attendance (Total):		Public Board Membership:	
Member of the Board Audit, Finance and Risk Committee Pension Committee Human Resources and Compensation Committee			12 of 13 4 of 4 6 of 6 4 of 4	26 of 27	96%	Mueller Water Products, Inc. Walter Energy, Inc.	April 2006 June 2005 to April 2007. Reappointed in February 2009.
Securities Held or Controlled:							
As at	Total Securities	Total Market Value of Securities	Value of Securities for the Purpose of Minimum Shareholding Requirements	Minimum Shareholding Requirements	Meets Requirements		
April 23, 2012	100,000 Class A variable voting shares 3,223.44 deferred share units 25,000 Warrants – Class A variable voting shares	\$88,365 ⁽¹⁾	\$202,258 ⁽²⁾	\$120,000	Yes		
March 30, 2011	50,000 Class A variable voting shares 3,223.44 deferred share units 25,000 Warrants – Class A variable voting shares	\$144,865 ⁽³⁾	\$143,758 ⁽⁴⁾	\$120,000	Yes		
Value of Total Compensation Received		(1) Class A variable voting shares and deferred share units are calculated at a market value of \$0.85 per share and unit (based on the April 23, 2012 Toronto Stock Exchange closing price of the Class A variable voting shares). Warrants are calculated at a market value of \$0.025 per warrant (based on the April 23, 2012 Toronto Stock Exchange closing price of the warrants).					
Year	\$	(2) This amount represents the greater of: (i) the market value of the shares and deferred share units as at April 23, 2012 (described above), and (ii) the purchase price of the shares and deferred share units. Warrants are not taken into account for the purposes of Air Canada's share ownership requirements.					
2011	\$145,000 ⁽⁵⁾	(3) Class A variable voting shares and deferred share units are calculated at a market value of \$2.44 per share and unit (based on the March 30, 2011 Toronto Stock Exchange closing price of the Class A variable voting shares). Warrants are calculated at a market value of \$0.60 per warrant (based on the March 30, 2011 Toronto Stock Exchange closing price of the warrants).					
2010	\$144,459						

(5) For further details on director remuneration, see "Remuneration of Directors".

	DAVID I. RICHARDSON Grafton, Ontario, Canada Age: 70		David I. Richardson is a corporate director. Mr. Richardson is a director and the Chair of the Audit Committee of ACE Aviation and is the Chairman of Nortel Networks Corporation and Nortel Networks Limited. Mr. Richardson is the former Chairman of Ernst & Young Inc. (Canada) and a former Executive Partner of Ernst & Young LLP. Mr. Richardson joined its predecessor Clarkson, Gordon & Co. in 1963 and was appointed President of The Clarkson Company Limited in 1982. Mr. Richardson was also a member of the Management and Executive Committees of Ernst & Young LLP, national managing partner of the firm's Corporate Finance practice and the senior partner in the Corporate Recovery and Restructuring practice until his retirement from the partnership in 2002. Mr. Richardson is also a Vice Chair of the Board of Governors of Upper Canada College. Mr. Richardson holds a Bachelor of Commerce degree from the University of Toronto and is a member and a Fellow of the Institute of Chartered Accountants of Ontario.			
	Air Canada Director since September 30, 2004 and Chairman since January 1, 2008					
	Independent					
	<u>Areas of Expertise:</u> Accounting Mergers and acquisitions Credit restructuring Business management					
		Finance	Banking	Investments		
Board/Committee Memberships at the Date Hereof:		Attendance	Attendance (Total):		Public Board Membership:	
Member of the Board Nominating Committee (Chair) ⁽¹⁾		13 of 13	13 of 13	100%	ACE Aviation Nortel Networks Corporation	September 30, 2004 March 27, 2009
Securities Held or Controlled:						
As at	Total Securities	Total Market Value of Securities	Value of Securities for the Purpose of Minimum Shareholding Requirements	Minimum Shareholding Requirements	Meets Requirements⁽²⁾	
April 23, 2012	30,000 Class B voting shares	\$25,200 ⁽³⁾	\$260,750 ⁽⁴⁾	\$325,000	No	
March 30, 2011	30,000 Class B voting shares	\$72,900 ⁽⁵⁾	\$260,750 ⁽⁶⁾	\$325,000	No	
Value of Total Compensation Received		(1) Mr. Richardson became Chair of the Nominating Committee on February 8, 2012. (2) Mr. Richardson has until October 1, 2012 to meet Air Canada's share ownership requirements. (3) Class B voting shares calculated at a market value of \$0.84 per share (based on the April 23, 2012 Toronto Stock Exchange closing price of the Class B voting shares). (4) This amount represents the greater of: (i) the market value of the shares as at April 23, 2012 (described above), and (ii) the purchase price of the shares. (5) Class B voting shares calculated at a market value of \$2.43 per share (based on the March 30, 2011 Toronto Stock Exchange closing price of the Class B voting shares). (6) This amount represents the greater of: (i) the market value of the shares as at March 30, 2011 (described above), and (ii) the purchase price of the shares.				
Year	\$					
2011	\$325,000 ⁽⁷⁾					
2010	\$325,000					

	<p>ROY J. ROMANOW, P.C., O.C., S.O.M., Q.C. Saskatoon, Saskatchewan, Canada Age: 72</p> <p>Air Canada Director since February 9, 2010</p> <p>Independent</p> <p><u>Areas of Expertise:</u> Public policy Governance</p>	<p>Roy J. Romanow is a Senior Fellow in Public Policy at the University of Saskatchewan. During his career in public office, Mr. Romanow served as Premier of Saskatchewan from 1991 until 2001. Mr. Romanow was previously Deputy Premier, Attorney General and Minister of Intergovernmental Affairs. From 2001 to 2002, Mr. Romanow led the Royal Commission on the Future of Health Care in Canada, and from 2003 to 2008, he served on Canada's Security Intelligence Review Committee. Mr. Romanow is a Member of the Queen's Privy Council for Canada and an Officer of the Order of Canada. Mr. Romanow holds a Bachelor of Arts degree and a Bachelor of Law degree from the University of Saskatchewan. He is also the recipient of several honorary degrees.</p>			
Board/Committee Memberships at the Date Hereof:		Attendance	Attendance (Total):		Public Board Membership:
Member of the Board Audit, Finance and Risk Committee Governance and Corporate Matters Committee (Chair)		13 of 13 4 of 4 4 of 4	21 of 21	100%	None.
Securities Held or Controlled:					
As at	Total Securities	Total Market Value of Securities	Value of Securities for the Purpose of Minimum Shareholding Requirements	Minimum Shareholding Requirements	Meets Requirements⁽¹⁾
April 23, 2012	10,000 Class B voting shares 43,897.01 deferred share units	\$45,273 ⁽²⁾	\$81,370 ⁽³⁾	\$120,000	No
March 30, 2011	10,000 Class B voting shares	\$24,300 ⁽⁴⁾	\$24,300 ⁽⁵⁾	\$120,000	No
Value of Total Compensation Received					
Year	\$				
2011	\$135,000 ⁽⁶⁾				
2010	\$115,944				

(1) Mr. Romanow has until February 9, 2015 to meet Air Canada's share ownership requirements.

(2) Class B voting shares calculated at a market value of \$0.84 per share (based on the April 23, 2012 Toronto Stock Exchange closing price of the Class B voting shares).

(3) This amount represents the greater of: (i) the market value of the shares as at April 23, 2012 (described above), and (ii) the purchase price of the shares.

(4) Class B voting shares calculated at a market value of \$2.43 per share (based on the March 30, 2011 Toronto Stock Exchange closing price of the Class B voting shares).

(5) This amount represents the greater of: (i) the market value of the shares as at March 30, 2011 (described above), and (ii) the purchase price of the shares.

(6) For further details on director remuneration, see "Remuneration of Directors".

(1) Mr. Romanow has until February 9, 2015 to meet Air Canada's share ownership requirements.

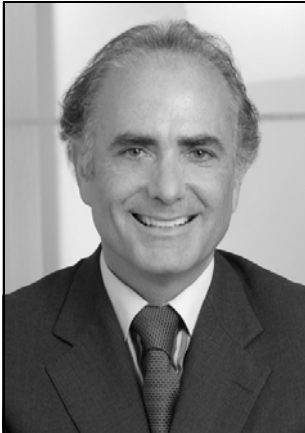
(2) Class B voting shares calculated at a market value of \$0.84 per share (based on the April 23, 2012 Toronto Stock Exchange closing price of the Class B voting shares).

(3) This amount represents the greater of: (i) the market value of the shares as at April 23, 2012 (described above), and (ii) the purchase price of the shares.

(4) Class B voting shares calculated at a market value of \$2.43 per share (based on the March 30, 2011 Toronto Stock Exchange closing price of the Class B voting shares).

(5) This amount represents the greater of: (i) the market value of the shares as at March 30, 2011 (described above), and (ii) the purchase price of the shares.

(6) For further details on director remuneration, see "Remuneration of Directors".

	<p>CALIN ROVINESCU Montreal, Québec, Canada Age: 56</p> <p>Air Canada Director since April 1, 2009</p> <p>Not Independent</p> <p>Areas of Expertise: Airline industry Corporate finance Mergers and acquisitions Business management Employment and labour</p>	<p>Calin Rovinescu was appointed President and Chief Executive Officer of Air Canada on April 1, 2009. Mr. Rovinescu was the Executive Vice President, Corporate Development and Strategy of Air Canada from 2000 to 2004, and during the airline's restructuring, he also held the position of Chief Restructuring Officer. From 2004 to 2009, Mr. Rovinescu was a Co-founder and Principal of Genuity Capital Markets, an independent investment bank. From 1979 to 2000, Mr. Rovinescu was a lawyer and then a partner with the Canadian law firm Stikeman Elliott LLP, and was the Managing Partner of its Montreal office from 1996 to 2000. Mr. Rovinescu is a member of the IATA Board of Governors and also serves on the boards of several private and non-profit corporations. Mr. Rovinescu holds a D.E.C. degree from McGill University and Bachelor of Law degrees from the University of Montreal and the University of Ottawa.</p>			
Board/Committee Memberships at the Date Hereof:		Attendance	Attendance (Total):		Public Board Membership:
Member of the Board		13 of 13	13 of 13	100%	None.
Securities Held or Controlled:					
As at	Total Securities	Total Market Value of Securities	Number/Value of Securities for the Purpose of Minimum Shareholding Requirements	Minimum Shareholding Requirements	Meets Requirements⁽¹⁾
April 23, 2012	275,000 Class B voting shares 2,645,181 Options – Class B voting shares 1,955,637 Performance share units – Class B voting shares 50,000 Warrants – Class B voting shares	\$1,874,985 ⁽²⁾	\$1,945,735 ⁽³⁾	1 times base salary	Yes
March 30, 2011	275,000 Class B voting shares 1,176,471 Options – Class B voting shares 752,917 Performance share units – Class B voting shares 50,000 Warrants – Class B voting shares	\$3,987,838 ⁽⁴⁾	275,000 shares	150,000 shares	Yes
Value of Total Compensation Received as a Director⁽⁵⁾					
Year	\$				
2011	None.				
2010	None.				

(1) On March 29, 2012, the Board revised the CEO's minimum shareholding requirements. See "Share Ownership Requirement for Directors."

(2) Class B voting shares are calculated at a market value of \$0.84 per share (based on the April 23, 2012 Toronto Stock Exchange closing price of the Class B voting shares). Warrants are calculated at a market value of \$0.025 per warrant (based on the April 23, 2012 Toronto Stock Exchange closing price of the warrants). Performance share units and options are calculated at a market value of \$0.84 per share underlying the performance share units and in-the-money options (based on the April 23, 2012 Toronto Stock Exchange closing price of the Class B voting shares).

(3) This amount represents the sum of (a) the market value of the shares underlying the performance share units as at April 23, 2012 (described above); and (b) the greater of: (i) the market value of the shares as at April 23, 2012


(1) On March 29, 2012, the Board revised the CEO's minimum shareholding requirements. See "Share Ownership Requirement for Directors."

(2) Class B voting shares are calculated at a market value of \$0.84 per share (based on the April 23, 2012 Toronto Stock Exchange closing price of the Class B voting shares). Warrants are calculated at a market value of \$0.025 per warrant (based on the April 23, 2012 Toronto Stock Exchange closing price of the warrants). Performance share units and options are calculated at a market value of \$0.84 per share underlying the performance share units and in-the-money options (based on the April 23, 2012 Toronto Stock Exchange closing price of the Class B voting shares).

(3) This amount represents the sum of (a) the market value of the shares underlying the performance share units as at April 23, 2012 (described above); and (b) the greater of: (i) the market value of the shares as at April 23, 2012 (described above), and (ii) the purchase price of the shares. Options and warrants are not taken into account for the purposes of Air Canada's share ownership requirements.

(4) Class B voting shares are calculated at a market value of \$2.43 per share (based on the March 30, 2011 Toronto Stock Exchange closing price of the Class B voting shares). Warrants are calculated at a market value of \$0.60 per warrant (based on the March 30, 2011 Toronto Stock Exchange closing price of the warrants). Performance share units and options are calculated at a market value of \$2.43 per share underlying the performance share units and in-the-money options (based on the April 23, 2012 Toronto Stock Exchange closing price of the Class B voting shares).

(5) For further details on director remuneration, see "Remuneration of Directors".

	VAGN SØRENSEN Holte, Denmark Age: 52		<p>Vagn Sørensen is a corporate director. Mr. Sørensen is the Chairman of F L Smidth & Co. A/S, KMD A/S, Select Service Partner Plc U.K., Scandic Hotels AB and TDC A/S, and Vice Chairman of DFDS A/S. Mr. Sørensen is a director of Braganza AS, Lufthansa Cargo AG and Royal Caribbean Cruises Ltd. Mr. Sørensen is also a Senior Industrial Advisor with EQT Partners, a private equity fund. Mr. Sørensen was previously the President and Chief Executive Officer of Austrian Airlines Group from 2001 to 2006 and held various senior commercial positions and served as Deputy Chief Executive Officer with SAS Scandinavian Airlines System. Mr. Sørensen has served as the Chairman of the Association of European Airlines, member of the Board of Governors of the International Air Transport Association and member of the Board of Vienna Stock Exchange. Mr. Sørensen holds a Master of Economics from Aarhus Business School in Denmark.</p>			
	Air Canada Director since November 15, 2006					
	Independent					
	Areas of Expertise: International business Airline industry Transportation industry Compensation Airport and airline food and beverage industry Global senior executive management Consulting and private equity Other international board experience					
Board/Committee Memberships at the Date Hereof:		Attendance	Attendance (Total):		Public Board Membership:	
Member of the Board Human Resources and Compensation Committee (Chair) Audit, Finance and Risk Committee Pension Committee		12 of 13 4 of 4 4 of 4 5 of 6	25 of 27	93%	TDC A/S DFDS A/S F L Smidth & Co. A/S Royal Caribbean Cruises Ltd.	April 26, 2006 April 20, 2006 April 17, 2009 July 27, 2011
Securities Held or Controlled:						
As at	Total Securities	Total Market Value of Securities	Value of Securities for the Purpose of Minimum Shareholding Requirements		Minimum Shareholding Requirements	Meets Requirements
April 23, 2012	19,300 Class A variable voting shares 60,066.04 deferred share units 5,000 Warrants – Class A variable voting shares	\$67,586 ⁽¹⁾	\$375,184 ⁽²⁾		\$120,000	Yes
March 30, 2011	19,300 Class A variable voting shares 14,066.81 deferred share units 5,000 Warrants – Class A variable voting shares	\$84,415 ⁽³⁾	\$308,346 ⁽⁴⁾		\$120,000	Yes
Value of Total Compensation Received		(1) Class A variable voting shares and deferred share units are calculated at a market value of \$0.85 per share and unit (based on the April 23, 2012 Toronto Stock Exchange closing price of the Class A variable voting shares). Warrants are calculated at a market value of \$0.025 per warrant (based on the April 23, 2012 Toronto Stock Exchange closing price of the warrants).				
Year	\$	(2) This amount represents the greater of: (i) the market value of the shares and deferred share units as at April 23, 2012 (described above), and (ii) the purchase price of the shares and deferred share units. Warrants are not taken into account for the purposes of Air Canada's share ownership requirements.				
2011	\$150,000 ⁽⁵⁾	(3) Class A variable voting shares and deferred share units are calculated at a market value of \$2.44 per share and unit (based on the March 30, 2011 Toronto Stock Exchange closing price of the Class A variable voting shares). Warrants are calculated at a market value of \$0.60 per warrant (based on the March 30, 2011 Toronto Stock Exchange closing price of the warrants).				
2010	\$151,959	(4) This amount represents the greater of: (i) the market value of the shares and deferred share units as at March 30, 2011 (described above), and (ii) the purchase price of the shares and deferred share units. Warrants are not taken into account for the purposes of Air Canada's share ownership requirements.				

Trust Arrangement in connection with Pension MOUs

Air Canada maintains several defined benefit pension plans. In July 2009, the Federal Government of Canada adopted the Air Canada Pension Plan Funding Regulations, 2009 (the "**2009 Regulations**"). The 2009 Regulations deferred Air Canada's obligation to make past service contributions (i.e. special payments to amortize the plan deficits) to its ten domestic defined benefit registered pension plans in respect of the period beginning April 1, 2009 and ending December 31, 2010. Thereafter, in respect of the period from January 1, 2011 to December 31, 2013, the aggregate annual past service contribution shall equal the lesser of (i) \$150 million, \$175 million, and \$225 million in respect of 2011, 2012, and 2013, respectively, and (ii) the maximum past service contribution permitted under the ITA.

The 2009 Regulations were adopted in coordination with pension funding agreements (the "**Pension MOUs**") reached with Air Canada's Canadian-based unions and a consultation process with its retirees and non-unionized workforce. Pursuant to the Pension MOUs, on October 26, 2009, Air Canada issued, to a trust (the "**Trust**"), 17,647,059 Class B voting shares. The net proceeds of any sales of such shares by the Trust are to be contributed to the pension plans.

For so long as the Trust continues to hold at least 2% of Air Canada's issued and outstanding shares, the trustee will have the right to designate one nominee to Air Canada's Board of Directors (who shall not be a member or officer of any of Air Canada's Canadian-based unions), subject to completion by Air Canada of its usual governance process for selection and confirmation of director nominees.

Remuneration of Directors

The Board's compensation is designed to attract and retain experienced directors, leading to the long-term success of the Corporation. This requires that directors be adequately and competitively compensated. Air Canada measures its director's compensation practices against the market practices of large Canadian based companies including those in the S&P/TSX 60 Index.

The Chairman of Air Canada's Board receives a retainer of \$325,000 per year and non-executive directors of Air Canada receive a retainer of \$120,000 per year. The annual retainer fee is payable in cash or in deferred share units ("DSUs"). DSUs are notional units whose value is always equal to the value of the shares of Air Canada. The President and Chief Executive Officer of Air Canada receives no compensation as a director of Air Canada or of any of its subsidiaries. All of the current directors of Air Canada's subsidiary, Touram General Partner Inc. ("**Touram**"), are also executive officers of Air Canada or Touram and receive no compensation as directors of Touram. Additionally, transportation privileges are granted to directors of Air Canada in line with airline industry practice.

The Chairs of the Audit, Finance and Risk Committee, the Pension Committee, the Governance and Corporate Matters Committee, the Human Resources and Compensation Committee and the Nominating Committee, respectively, receive an additional retainer of \$20,000, \$20,000, \$10,000, \$10,000 and \$10,000 per year. The members of the Audit, Finance and Risk Committee, the Pension Committee, the Governance and Corporate Matters Committee, the Human Resources and Compensation Committee and the Nominating Committee, respectively, receive an additional retainer of \$10,000, \$10,000, \$5,000, \$5,000 and \$5,000 per year.

The following table shows the amounts earned by individual directors of Air Canada for the year ended December 31, 2011 in respect of memberships on the Board of the Corporation and its committees:

Name	Fees Earned		Share and option based awards (\$)	Non-equity incentive plan compensation (\$)	Pension value (\$)	All other compensation (\$)	Total (\$)	Allocation of total fees	
	Board retainer (\$)	Committee member retainer (\$)						In cash (\$)	In DSUs (\$)
Bernard Attali	120,000	15,000	Nil	Nil	Nil	Nil	135,000	127,500	7,500
Michael M. Green	120,000	36,566	Nil	Nil	Nil	Nil	156,566	156,566	Nil
Jean Marc Huot	120,000	15,000	Nil	Nil	Nil	Nil	135,000	67,500	67,500
Pierre Marc Johnson	120,000	30,000	Nil	Nil	Nil	Nil	150,000	127,500	22,500
Joseph B. Leonard	120,000	25,000	Nil	Nil	Nil	Nil	145,000	145,000	Nil
Arthur T. Porter ⁽¹⁾	120,000	30,000	Nil	Nil	Nil	Nil	150,000	75,000	75,000
David I. Richardson ⁽²⁾	325,000	Nil	Nil	Nil	Nil	Nil	325,000	325,000	Nil
Roy J. Romanow	120,000	15,000	Nil	Nil	Nil	Nil	135,000	101,250	33,750
Calin Rovinescu ⁽³⁾	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Vagn Sørensen	120,000	30,000	Nil	Nil	Nil	Nil	150,000	78,750	71,250

(1) Mr. Porter is not standing for re-election.

(2) Chairman of the Board of Air Canada.

(3) President and Chief Executive Officer of Air Canada. Mr. Rovinescu receives no compensation in his capacity as a director of Air Canada or any of its subsidiaries.

Share Ownership Requirement for Directors

The Board has adopted share ownership guidelines according to which non-executive directors are required to own a minimum of securities of Air Canada representing an amount equivalent in value to one time their annual Board retainer (\$325,000 in the case of the Chairman and \$120,000 in the case of non-executive directors), through shares and/or DSUs. The value of the securities is based on the greater of the market value of the securities and the purchase price of the securities. Such ownership must be achieved by October 1, 2012 or within five years of the date of the director's appointment, whichever occurs later.

On March 29, 2012, the Board approved amendments to the share ownership guidelines for the President and Chief Executive Officer who is now required to own a minimum of securities of the Corporation representing an amount equivalent in value to one time the annual base salary of the President and Chief Executive Officer through shares and/or performance share units. The value of the securities is based on the sum of (a) the market value of the shares underlying the performance share units; and (b) the greater of: (i) the market value of the shares and (ii) the purchase price of the shares. Such ownership must be achieved within five years of the date of the President and Chief Executive Officer's appointment.

Name	Number of Shares Owned	Number of DSUs or PSUs Owned	Total Value of Shares, PSUs and DSUs for purposes of guidelines ⁽¹⁾	Value of Shares Required to Meet Guidelines	Latest Date to Meet Share Ownership Requirements	Value Held as Multiple of Annual Retainer or Base Salary
Bernard Attali	-	25,929.47 DSUs	\$70,000	\$120,000	October 1, 2012	0.58 times
Michael M. Green	100,000	-	\$156,000	\$120,000	March 30, 2014	1.3 times
Jean Marc Huot	25,000	134,241.38 DSUs	\$248,320	\$120,000	May 8, 2014	2.07 times
Pierre Marc Johnson	3,250	29,220.27 DSUs	\$98,195	\$120,000	October 1, 2012	0.82 times
Joseph B. Leonard	100,000	3,223.44 DSUs	\$202,258	\$120,000	May 21, 2013	1.69 times
David I. Richardson	30,000	-	\$260,750	\$325,000	October 1, 2012	0.80 times
Roy J. Romanow	10,000	43,897.01 DSUs	\$81,370	\$120,000	February 9, 2015	0.68 times
Calin Rovinescu	275,000	1,955,637 PSUs	\$1,945,735 ⁽²⁾	1 times base salary	April 1, 2014	1.77 times
Vagn Sørensen	19,300	60,066.04 DSUs	\$375,184	\$120,000	October 1, 2012	3.13 times

- (1) The amounts reported in this column, except as described below, represent the greater of: (i) the market value of the shares and/or DSUs (based on the April 23, 2012 Toronto Stock Exchange closing price of the Class A variable voting shares (\$0.85) or the Class B voting shares (\$0.84), as applicable), and (ii) the purchase price of the securities.
- (2) This amount represents the sum of (a) the market value of the shares underlying the performance share units as at April 23, 2012; and (b) the greater of: (i) the market value of the shares as at April 23, 2012 described above, and (ii) the purchase price of the shares. Options and warrants are not taken into account for the purposes of Air Canada's share ownership requirements.

Certain Proceedings

To the knowledge of Air Canada, none of the proposed nominees for election as directors of Air Canada: (a) are, as at the date hereof, or have been, within 10 years before the date of this circular, a director, chief executive officer or chief financial officer of any company that, (i) was subject to a cease trade order, an order similar to a cease trade order or an order that denied the relevant company access to any exemption under securities legislation that was in effect for a period of more than 30 consecutive days (an "Order") that was issued while the proposed nominee was acting in the capacity as director, chief executive officer or chief financial officer; or (ii) was subject to an Order that was issued after the proposed nominee ceased to be a director, chief executive officer or chief financial officer and

which resulted from an event that occurred while that person was acting in the capacity as director, chief executive officer or chief financial officer; (b) are, as at the date of this circular, or have been within 10 years before the date of this circular, a director or executive officer of any company that, while that person was acting in that capacity, or within a year of that person ceasing to act in that capacity, became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold its assets; or (c) have, within the 10 years before the date of this circular, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or become subject to or instituted any proceedings, arrangement or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold the assets of the proposed nominee, except that:

- (i) Michael M. Green was a director of Anchor Glass Container Corporation when it filed a voluntary petition for reorganization under Chapter 11 of the U.S. Bankruptcy Code in August 2005;
- (ii) Pierre Marc Johnson was a director of Air Canada when it filed for protection under the *Companies Creditors Arrangement Act* (Canada) ("CCAA") on April 1, 2003; and
- (iii) Calin Rovinescu was the Executive Vice President, Corporate Development and Strategy of Air Canada when it filed for protection under the CCAA on April 1, 2003.

Retirement Policy for Directors

The policy of the Board, as reflected in the Corporation's "Charter of the Board of Directors", is that no person shall be appointed or elected as a director of the Corporation if the person exceeds 75 years of age. The policy allows for an exception where the Board determines it is in the interest of the Corporation to request a director to extend his/her term beyond the regular retirement age, provided however that such extension is requested in one-year increments.

STATEMENT OF GOVERNANCE PRACTICES

The Board and management believe that a strong, effective, independent board plays a crucial role in protecting the interests of stakeholders and maximizing the value they receive from their investment in the Corporation. The Board is committed to meeting high standards of corporate governance in all aspects of the Corporation's affairs.

To comply with the applicable corporate governance standards and achieve those best practices, the Corporation has adopted a Corporate Policy and Guidelines on Business Conduct, as further described below in "Air Canada Code of Business Conduct". A complete copy of this document can be obtained on SEDAR at www.sedar.com or on the Corporation's website at www.aircanada.com.

The Board has extensively reviewed the Corporation's governance practices and concludes that the Corporation complies with or exceeds the requirements of *National Instrument 58-101*, "Disclosure of Corporate Governance Practices". The Corporation regularly reviews its governance practices as regulatory changes come into effect and will continue to monitor these changes closely and consider amendments to its governance practices if need be.

Board of Directors

Director Independence

The Charter of the Board of Directors provides that the Board shall at all times be constituted of a majority of individuals who are independent. Based on the information received from each director and having taken into account the independence criteria set forth below, the Board concluded that all directors of the Corporation standing for election to the Board, with the exception of the President and Chief Executive Officer of Air Canada, Calin Rovinescu, are independent.

Eight of nine directors are independent. All committee members are independent.

Eight of the nine directors of the Corporation standing for election to the Board, namely Bernard Attali, Michael M. Green, Jean Marc Huot, Pierre Marc Johnson, Joseph B. Leonard, David I. Richardson, Roy J. Romanow and Vagn Sørensen, are "independent" directors in that each of them has no material relationship with the Corporation and, in the reasonable opinion of the Board, are independent under the laws, regulations and listing requirements to which the Corporation is subject. The Board determined that Calin Rovinescu is not independent because of his position held as an officer of Air Canada. The following table indicates the status of each director in terms of their independence.

Name	Status		Reason for Non-Independence
	Independent	Not Independent	
Bernard Attali	✓		
Michael M. Green	✓		
Jean Marc Huot	✓		
Pierre Marc Johnson	✓		
Joseph B. Leonard	✓		
David I. Richardson	✓		
Roy J. Romanow	✓		
Calin Rovinescu		✓	Mr. Rovinescu is the President and Chief Executive Officer of Air Canada
Vagn Sørensen	✓		

Skills of Directors

The following skills matrix sets forth the skills most commonly possessed by the directors relevant to their capacity as members of the Board of Air Canada:

Name	Business Management	Finance	Accounting	Legal	Strategy	Human Resources/ Compensation	Governance	Knowledge of Transportation/ Airline Industry	Public Policy
Bernard Attali	✓					✓		✓	
Michael M. Green	✓	✓			✓	✓		✓	
Jean Marc Huot		✓		✓					
Pierre Marc Johnson				✓	✓	✓	✓		✓
Joseph B. Leonard		✓			✓	✓	✓	✓	
David I. Richardson	✓	✓	✓						
Roy J. Romanow				✓			✓		✓
Calin Rovinescu	✓	✓		✓	✓		✓	✓	
Vagn Sørensen	✓					✓		✓	

Directorships of Other Reporting Issuers

Director nominees Bernard Attali, Pierre Marc Johnson, Joseph B. Leonard, David I. Richardson and Vagn Sørensen are currently directors of several public entities. Pierre Marc Johnson is a director of ACE Aviation and Médicago Inc. Joseph B. Leonard is a director of Mueller Water Products, Inc. and Walter Energy, Inc. David I. Richardson is a director of ACE Aviation and Nortel Networks Corporation. Vagn Sørensen is the chairman of F L Smidth & Co. A/S and a director of TDC A/S, DFDS A/S and Royal Caribbean Cruises Ltd.

Please see "The Nominated Directors" in this circular for additional information relating to each director standing for nomination, including other company boards on which they serve.

Chairman of the Board

The Chairman of the Board is appointed by resolution of the Board among the Board members. The Chairman of the Board is David I. Richardson who is an independent director of Air Canada. The responsibilities of the Chairman of the Board are set out in a position description, which is described below under "Statement of Governance Practices – Position Descriptions – Chairman".

Independent Directors' Meetings

The independent Board members regularly meet before or after scheduled meetings of the Board in *in camera* sessions, without the presence of management (except the Corporate Secretary) and under the chairmanship of the Chairman of the Board. During the year ended December 31, 2011, there were five *in camera* sessions at which the sole non-independent director (Mr. Rovinescu, Air Canada's President and Chief Executive Officer) and management (except the Corporate Secretary) were excluded from attendance. The Board has determined that, beginning as of February 2012, an *in camera* session will be held before or after every meeting of the Board.

Attendance Record

The table below shows the record of attendance by directors at meetings of the Board and its committees, as well as the number of Board and Board committee meetings held during the 12-month period ended December 31, 2011.

Name	Number and % of Meetings Attended							
	Board	Audit, Finance and Risk Committee	Governance and Corporate Matters Committee	Pension Committee	Human Resources and Compensation Committee	Nominating Committee	Committees (Total)	Overall Attendance
Bernard Attali	10/13 (77%)	-	4/4	-	4/4	2/2	10/10 (100%)	20/23 (87%)
Michael M. Green	13/13 (100%)	4/4 (Chair)	-	4/4 ⁽¹⁾	4/4	2/2	14/14 (100%)	27/27 (100%)
Jean Marc Huot	13/13 (100%)	-	4/4	6/6	-	-	10/10 (100%)	23/23 (100%)
Pierre Marc Johnson	12/13 (92%)	-	3/4	5/6 (Chair)	3/4	-	11/14 (79%)	23/27 (85%)
Joseph B. Leonard	12/13 (92%)	4/4	-	6/6	4/4	-	14/14 (100%)	26/27 (96%)
Arthur T. Porter ⁽²⁾	12/13 (92%)	4/4	4/4 (Chair)	-	-	2/2 (Chair)	10/10 (100%)	22/23 (96%)
David I. Richardson	13/13 (100%)	-	-	-	-	-	-	13/13 (100%)
Roy J. Romanow	13/13 (100%)	4/4	4/4	-	-	-	8/8 (100%)	21/21 (100%)
Calin Rovinescu	13/13 (100%)	-	-	-	-	-	-	13/13 (100%)
Vagn Sørensen	12/13 (92%)	4/4	-	5/6	4/4 (Chair)	-	13/14 (93%)	25/27 (93%)

⁽¹⁾ Mr. Green joined the Pension Committee on May 5, 2011.

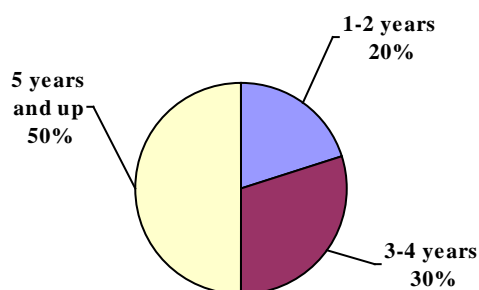
⁽²⁾ Mr. Porter is not standing for re-election.

Board Size

The Board will be comprised of nine (9) directors in the event that all of the director nominees are elected. Please refer to "The Nominated Directors" in this circular for further details. The Board is of the view that this size and its composition are adequate and allow for the efficient functioning of the Board as a decision making body.

Board Tenure

The following chart shows the tenure (number of completed years of Board service) of Air Canada's Board.



Air Canada's average Board tenure is 4.4 years.

Board Mandate

The Board has adopted a written charter which sets out, among other things, its roles and responsibilities. The Charter of the Board can be found as Schedule "C" to this circular.

Position Descriptions

President and Chief Executive Officer

The Board has adopted a position description for Calin Rovinescu, the President and Chief Executive Officer. As President and Chief Executive Officer ("CEO"), the CEO shall have full responsibility for the day-to-day operations of the Corporation's business in accordance with its strategic plan and operating and capital budgets as approved by the Board. The CEO is accountable to shareholders, through the Board, for the overall management of the Corporation, and for conformity with policies agreed upon by the Board. The approval of the Board (or appropriate committee) shall be required for all significant decisions outside of the ordinary course of the Corporation's business. More specifically, the primary responsibilities of the CEO include the following: (i) developing, for the Board's approval, a strategic direction and positioning to ensure the Corporation's success; (ii) ensuring that the day-to-day business affairs of the Corporation are appropriately managed by developing and implementing processes that will ensure the achievement of financial and operating goals and objectives; (iii) fostering a corporate culture that promotes customer focus and service; (iv) keeping the Board aware of the Corporation's performance and events affecting its business, including opportunities in the marketplace and adverse or positive developments; and (v) ensuring, in cooperation with the Board, that there is an effective succession plan in place for the CEO position.

Chairman

The Board has adopted a position description for David I. Richardson, the Chairman. As Chairman of the Board, the Chairman chairs Board meetings and establishes procedures to govern the Board's work. More specifically, as Chairman of the Board, the primary responsibilities of the Chairman include the following: (i) adopting procedures to enable the Board to conduct its work effectively and efficiently, including committee structures and composition, scheduling, and management of meetings; (ii) developing the agenda for Board meetings, Board procedures and the composition of Board committees; (iii) providing the proper flow of information to the Board; (iv) being satisfied that the Board has access to such members of senior management as may be required by the Board; and (v) chairing every meeting of the Board and encouraging free and open discussion at meetings of the Board.

Chair of Each Standing Committee

The Chairs of the Audit, Finance and Risk Committee, the Pension Committee, the Governance and Corporate Matters Committee, the Human Resources and Compensation Committee and the Nominating Committee are respectively, Michael M. Green, Pierre Marc Johnson, Roy J. Romanow, Vagn Sørensen and David I. Richardson.

Position descriptions have been adopted by the Board for the Chair of each of the Audit, Finance and Risk Committee, the Pension Committee, the Governance and Corporate Matters Committee, the Human Resources and Compensation Committee and the Nominating Committee. According to such position descriptions, the Chair of each committee shall, among other things: (i) be satisfied that the committee fulfills the objectives and responsibilities set out in its charter; (ii) be satisfied that enough time and attention is given to each aspect of the committee's responsibilities; (iii) be satisfied that members of the committee maintain the level of independence required by applicable legislation; (iv) review the annual assessment of the committee and take the appropriate measures to correct the weaknesses underlined by the assessment; (v) be satisfied that the other members of the committee understand the role and responsibilities of the committee; (vi) be satisfied that sufficient information is provided by management to enable the committee to exercise its duties; and (vii) carry out other duties as requested by the Board, depending on need and circumstances.

Orientation and Continuing Education

The Corporation has in place an orientation program for new directors. New directors are invited to attend orientation sessions with members of senior management of the Corporation as well as with the CEO to improve their understanding of the Corporation's business. Each new director is also asked to review the Charter of the Board, the Charter of each committee and the position descriptions of the President and CEO, the Chairman and the Chair of each committee in order to fully grasp the role he or she is expected to play as a director and a committee member. Extensive documentation on the Corporation is also provided to enable the directors to better understand the Corporation and his or her role and responsibilities.

As part of its mandate, the Governance and Corporate Matters Committee is also responsible for providing a continuous education program for directors of the Board. The continuous education program provides directors with opportunities to develop skills that are essential to their directorship at Air Canada and to ensure that they are up to date in their awareness of company and industry issues and their duties and responsibilities as directors. Extensive documentation and selected presentations are also provided to directors to ensure that their knowledge and understanding of the Corporation's business remains current. In the past year, the Board of Directors participated in sessions on: particular aspects of the aviation business and global development; International Financial Reporting Standards; safety management systems and corporate operations. The Board of Directors also participated in strategy sessions, receiving presentations from external consultants and management. Each session includes an element of general education as context for the discussions (e.g., the industry; competitors; trends; and risks/opportunities). Directors also have complete access to management to understand and keep up-to-date with Air Canada's business and for any other purposes that may help them fulfill their responsibilities.

The Corporation provides directors with regular reports on the operations and finances of Air Canada. Management periodically briefs the Board with up-to-date industry studies and benchmarking information. At each regular Board meeting, the directors are provided with updates and short summaries of relevant information on material developments that could affect Air Canada's business. Furthermore, aircraft and facility tours are available for directors so they can enhance their understanding of the operational aspects of Air Canada's business.

The Corporation encourages the attendance by directors of conferences, seminars or courses relevant to their directorship at Air Canada. The Corporation reimburses directors for expenses incurred by attending such events.

The following table provides details on certain director training initiatives undertaken in 2011.

<u>Director Continuing Education 2011</u>		
<u>Topic</u>	<u>Presentation By</u>	<u>Directors Attending</u>
Airline safety management system	Captain David Legge, Senior Vice President, Operations, Air Canada	All directors
Global low cost carriers	Independent Management Consultant	All directors
Pension plans and long-term asset mix strategy	Jean Michel, President, Air Canada Pension Investments	All directors
Fuel, foreign exchange and interest rate risk management practices	Pierre Houle, Treasurer, Air Canada	All directors
Shareholder advisory votes on executive compensation	Towers Watson	All directors
Shareholder rights plans	Stikeman Elliott LLP	All directors

Air Canada Code of Business Conduct

The Corporation has adopted a Corporate Policy and Guidelines on Business Conduct (the "**Code**") which was most recently amended by the Board on February 8, 2012. The Code applies to all directors, officers and employees of Air Canada and its wholly-owned subsidiaries, to the extent that policies and guidelines have not been adopted separately by them. A copy of the Code can be obtained on SEDAR at www.sedar.com or on the Corporation's website at www.aircanada.com. The Code addresses, among other things, the following issues:

- (a) conflicts of interest;
- (b) use of company assets;
- (c) confidential information;
- (d) fair dealing with other people and organizations;
- (e) compliance with laws, rules and regulations;
- (f) employment policies;
- (g) computer, e-mail and internet policies; and
- (h) reporting suspected non-compliance.

The Board, with the assistance of the Governance and Corporate Matters Committee, has the responsibility for monitoring compliance with and interpreting the Code. The Code has been communicated or brought to the attention of all employees of Air Canada and its wholly-owned subsidiaries that have not adopted their own policies and guidelines. All new members of management are required to complete an acknowledgement form whereby they confirm that they have read the Code and will follow its terms, and also undertake to promote the guidelines and principles of the Code and take all reasonable measures to ensure that the employees under their supervision fully comply with the Code. In addition, all members of management are required to complete the acknowledgment form on an annual basis. The Code also includes a "whistle-blower policy" whereby employees can report violations of the Code. The Board has concluded that such measures are appropriate and sufficient. Since the adoption of the Code, Air Canada has not filed any material change report pertaining to any conduct of a director or executive officer that would constitute a departure from the Code.

The Code also provides that all employees, including executive officers, are required to disclose to the Corporation any and all business, commercial or financial interests or activities that may create a conflict of interest. As for directors, in addition to the relevant provisions of the *Canada Business Corporations Act*, the Charter of the Board provides that each director shall disclose all actual or potential conflicts of interest and refrain from voting on matters in which the director has a conflict of interest. The Charter also provides that a director shall excuse himself or herself from any discussion or decision on any matter in which the director is precluded from voting as a result of a conflict of interest or which otherwise affects his or her personal, business or professional interests.

Nomination of Directors

The Nominating Committee, composed entirely of independent directors, is responsible for considering and making recommendations on the desired size of the Board, the need for recruitment and the expected skill-set of new candidates. The Nominating Committee strives to ensure that the Board is populated by directors who have diverse backgrounds and who possess the ability to make valuable contributions to the Board.

In consultation with the President and CEO and the Chairman, the Nominating Committee determines the expected skill-set of new candidates by taking into account the existing strengths of the Board and the needs of the Corporation. The Nominating Committee identifies a list of potential Board candidates and then reviews the competencies and skill-set of each candidate. The Nominating Committee also considers potential conflicts of interest and interlocking directorships of potential candidates.

In addition, the Nominating Committee engages the services of private agencies to conduct broad searches of potential Board candidates. The candidates are then ranked and approached for their interest in serving on the Board. The Nominating Committee then recommends to the Board candidates for nomination as directors and approves the final choice of candidates for nomination and election by the shareholders.

The Nominating Committee also reviews the qualifications, skill-set and experience of the candidate nominated by the trustee appointed under the Pension MOUs reached between Air Canada and its Canadian-based unions, the whole as was further detailed at page 23 of this circular under the heading "Trust Arrangement in connection with Pension MOUs".

Board members must have a broad spectrum of skills, knowledge, educational backgrounds and experience in business, as well as an understanding of the industry and the geographical areas in which the Corporation operates and the ability to satisfactorily represent the Corporation domestically and internationally. For more information concerning the skills possessed by directors of the Corporation, please refer to the skills matrix contained under "Board of Directors – Skills of Directors".

Directors selected should be able to commit the requisite time for all of the Board's business. Board members are expected to possess the following characteristics and traits:

- (a) demonstrate high ethical standards and integrity in their personal and professional dealings;
- (b) act honestly and in good faith with a view to the best interest of the Corporation;
- (c) devote sufficient time to the affairs of the Corporation and exercise care, diligence and skill in fulfilling their responsibilities both as Board members and as committee members;
- (d) provide independent judgment on a broad range of issues;
- (e) understand and challenge the key business plans and the strategic direction of the Corporation;
- (f) raise questions and issues to facilitate active and effective participation in the deliberation of the Board and of each committee;
- (g) make all reasonable efforts to attend all Board and committee meetings; and
- (h) review the materials provided by management in advance of the Board and committee meetings.

Please consult the section titled "Committees" of this circular for a description of the responsibilities, powers and operations of the Nominating Committee.

Compensation

The Human Resources and Compensation Committee is composed entirely of independent directors. Please see the section titled "Air Canada's Executive Compensation Program – Compensation Discussion and Analysis" for the process and criteria used to determine the compensation of the officers of Air Canada.

The Human Resources and Compensation Committee has the authority to retain and does retain, from time to time, the services of executive compensation consultants to provide advice on executive compensation matters. The Human Resources and Compensation Committee also has the authority to determine and pay the fees of its consultants.

In 2010 and 2011, Hugessen Consulting was engaged by the Human Resources and Compensation Committee to review the President and Chief Executive Officer's compensation arrangements and to report thereon. Air Canada also retains the services of Towers Watson to assist with preparing information on executive compensation and to provide benefit consulting services to the Corporation. The executive compensation consulting services provided by Towers Watson include:

- A review of Air Canada's executive compensation practices and program design;
- Updates on ongoing and emerging trends in executive compensation and governance best practices;
- Perspective on appropriate total compensation mix and levels, based on competitive practice and Air Canada's performance; and
- Review of materials in advance of committee meetings; identification of discussion points and issues for the committee's consideration when evaluating compensation design proposals.

As independent advisors to the Human Resources and Compensation Committee, Hugessen Consulting reports solely to the committee and does not provide any services to management and attests annually to the committee that this is the case. The Human Resources and Compensation Committee's decisions with regard to compensation or the compensation programs for the President and Chief Executive Officer and other executive officers of the Corporation are its sole responsibility and may reflect factors and information other than information and recommendations provided by Hugessen Consulting or Towers Watson. Hugessen Consulting was first engaged by the Human Resources and Compensation Committee in 2009 and Towers Watson was first engaged by Air Canada in 1980.

The following table details the aggregate fees incurred by the Human Resources and Compensation Committee in consideration of the services provided by Hugessen Consulting related to determining compensation for Air Canada's executive officers.

Type of Fee	Billed in 2010	Billed in 2011	Percentage of Total Fees Billed in 2011
Executive-Compensation-Related Fees	\$60,708	\$51,625	100%
All Other Fees	Nil	Nil	0%
Total Annual Fees	\$60,708	\$51,625	100%

Assessments

It is the role of the Chair of the Governance and Corporate Matters Committee to assess, on an annual basis, the effectiveness of the Board and the effectiveness of the committees. For this purpose, the Chair of the Governance and Corporate Matters Committee oversees the assessment process described below.

Each year directors are asked to complete a detailed evaluation survey on the effectiveness of the Board and its committees which (a) provides for quantitative ratings in key areas and (b) seeks subjective comment in each of those areas. Commencing in 2012, directors will also be asked to complete a peer evaluation survey. Following the completion of the surveys, individual interviews with directors will be conducted by the Chairman of the Board to discuss the results of the peer evaluation survey.

The board effectiveness and peer evaluation surveys are administered by the Corporate Secretary. Responses to the board effectiveness survey are reviewed by the Corporate Secretary and the Chair of the Governance and Corporate Matters Committee. Responses to the peer evaluation surveys are reviewed by the Chairman of the Board. The results of the survey are evaluated with the objective of identifying areas in which the Board and its committees may improve.

After the completion of Air Canada's annual assessment process, a summary report is prepared and is presented to the Board. On a quarterly basis, the Chair of each committee reports to the Board on the activities of the committee. If appropriate, the Board then considers procedural or substantive changes to increase the effectiveness of the Board and its committees.

Executive Succession Planning

The Board formally reviews and discusses executive succession planning with the President and Chief Executive Officer. More particularly, the Board reviews the succession plan status for all executive officers and assesses whether there is a readiness to fill potential vacancies, identifies the qualified individuals to fill such vacancies on both an immediate and longer-term basis and determines whether there are any gaps in readiness, as well as how the executive succession planning process can be improved. Prior to December 2011, succession plans were presented at meetings of the Human Resources and Compensation Committee with all Board members present. The Board also focuses specifically on the succession of the Chief Executive Officer as well as development considerations for each potential successor candidate and the performance of individual executives in their current roles.

The Board also meets with members of the executive management team through their participation in meetings and presentations to the Board, as well as occasionally through informal meetings throughout the year, which allows Board members to get to know members of the management team who are potential future leaders of the Corporation.

COMMITTEES

The Board has five standing committees:

- the Audit, Finance and Risk Committee;
- the Pension Committee;
- the Governance and Corporate Matters Committee;
- the Human Resources and Compensation Committee; and
- the Nominating Committee.

All committees of the Board are composed of independent directors. The roles and responsibilities of each committee are set out in formal written charters. These charters are reviewed annually to ensure that they reflect best practices as well as applicable regulatory requirements.

This section contains information about the members, responsibilities and activities of each committee.

Audit, Finance and Risk Committee

The Audit, Finance and Risk Committee shall be composed of not less than three directors, all of whom shall meet the independence, experience and other membership requirements under applicable laws, rules and regulations as determined by the Board. The members of the Audit, Finance and Risk Committee shall have no relationships with management, the Corporation and its related entities that in the opinion of the Board may interfere with their independence from management and from the Corporation. In addition, an Audit, Finance and Risk Committee member shall not receive, other than for service on the Board or the Audit, Finance and Risk Committee or other committees of the Board, any consulting, advisory, or other compensatory fee from the Corporation or any of its related parties or subsidiaries. The members of the Audit, Finance and Risk Committee shall possess the mix of characteristics, experiences and skills to provide an appropriate balance for the performance of the duties of the Audit, Finance and Risk Committee and in particular each member of the Audit, Finance and Risk Committee shall be "financially literate" and at least one member of the Audit, Finance and Risk Committee shall be a "financial expert" as defined by relevant securities legislation or regulations.

The objectives of the Audit, Finance and Risk Committee include the following:

- To assist the Board in the discharge of its responsibility to monitor the component parts of the Corporation's financial reporting and audit process.
- To maintain and enhance the quality, credibility and objectivity of the Corporation's financial reporting and to satisfy itself and oversee management's responsibility as to the adequacy of the supporting systems of internal financial and accounting controls.
- To assist the Board in its oversight of the independence, qualifications and appointment of the external auditor.
- To monitor the performance of the internal financial and accounting controls and of the internal and external auditors.
- To provide independent communication between the Board and the internal auditor and the external auditor.
- To facilitate in-depth and candid discussions between the Audit, Finance and Risk Committee and management and the external auditor regarding significant issues involving judgment and impacting quality of controls and reporting.

The Audit, Finance and Risk Committee's responsibilities include the following:

- Monitor and review the quality and integrity of the Corporation's accounting and financial reporting process through discussions with management, the external auditor and the internal auditor.
- Determine, based on its review and discussion, whether to recommend the approval by the Board of such financial statements and the financial disclosure in any such annual information forms, earnings press releases, prospectuses and other similar documents.
- Review with management, the external auditor and legal counsel, the Corporation's procedures to be satisfied that it complies with applicable laws and regulations.
- Meet with the Corporation's external auditor to review and approve their audit plan.
- Review and approve estimated audit and audit-related fees and expenses.
- Review and approve the nature of all non-audit services, as permitted by securities legislation and regulations, to be provided by the Corporation's external auditor prior to the commencement of such work.
- Review a report from the external auditor that in the external auditor's professional judgment it is independent of the Corporation.
- Evaluate the performance of the external auditor.
- Review the mandate of and the services provided by the internal audit department.
- Review significant emerging accounting and reporting issues.
- Establish policies and procedures for the receipt, retention and treatment of complaints received by the Corporation from employees, shareholders and other stakeholders regarding accounting issues and financial reporting, internal accounting controls and internal or external auditing matters.
- Review with management the Corporation's computer systems, including procedures to keep the systems secure and contingency plans developed to deal with possible computer failures.
- Review risk management systems and controls, especially in relation to derivatives, foreign currency exposure, hedging and insurance.
- Review and approve the Corporation's Public Disclosure Policy.
- Review and make recommendations to the Board of Directors with respect to the adoption of a policy relating to the Corporation's commitment to corporate social responsibility.
- Establish processes and procedures to monitor contingent liabilities of the Corporation and its subsidiaries.
- Review the corporate policies, procedures and reports regarding environmental matters.
- Identify and address material financial and other risks to the business and affairs of the Corporation and its subsidiaries and make recommendations in that regard to the Board.
- Review and approve policies relating to the financial control, conduct, regulation and administration of subsidiary companies.
- Review, monitor and approve the Corporate Donations Policy.
- Review actual financial performance compared to budget.

The Audit, Finance and Risk Committee met four times during the period from January 1, 2011 to December 31, 2011.

The Audit, Finance and Risk Committee is currently composed of:

Members: Michael M. Green (Chair)
Joseph B. Leonard
Roy J. Romanow
Vagn Sørensen

Pension Committee

The Pension Committee shall be comprised of three or more directors as determined by the Board. The primary objective of the Pension Committee is to assist the Board in fulfilling its responsibilities for the monitoring and oversight of the Corporation's retirement plans to ensure that pension liabilities are appropriately funded as required, pension assets are prudently invested, and retirement benefits administered in a proper and effective manner.

The Pension Committee's responsibilities include the following, subject to certain exceptions that apply to retirement plans in the United Kingdom and other foreign countries:

- Recommend to the Board all decisions to initiate, merge, split, terminate, or fundamentally change the nature of any pension plan or supplementary retirement plan.
- Approve the plan text of pension plans and any restatements or material amendments to pension plans, other than restatements or amendments required to maintain the registration of the plan under applicable laws.
- Recommend to the Board a governance structure for the retirement plans.
- Review the process, upon recommendation from senior management, for appointing or hiring the President of Air Canada Pension Investments.
- Approve on an annual basis the manner of funding of consent benefits, as provided under certain plan provisions, and the instructions to be provided to the actuary in order to prepare its actuarial valuation.
- Approve the appointment of the actuary for the pension plans.
- Approve the major actuarial assumptions for the valuation of the liabilities of the defined benefit pension plans.
- Approve the contributions to the pension funds of defined benefit pension plans, subject to actuarial valuation reports.
- Recommend to the Board a risk management framework for the retirement plans.
- Establish statements of investment principles and beliefs with respect to managing the defined benefit investments of the retirement plans.
- Approve the long-term asset mix policy for the defined benefit pension plans.
- Approve the broad nature of the investment program for the capital accumulation plans and establish the goals and objectives of such investment program.
- Recommend to the Board a funding policy which sets out guidelines with respect to the valuation and funding of the liabilities of a supplementary retirement plan.
- Approve any contributions to the supplementary retirement plan's trust fund and establish policies with respect to how the contributions to a supplementary retirement plan trust fund should be invested.
- Approve the appointment of the auditor as well as the audited annual financial statements for the retirement plans.

The Pension Committee met six times during the period from January 1, 2011 to December 31, 2011.

The Pension Committee is currently composed of:

Members: Pierre Marc Johnson (Chair)
Michael M. Green
Jean Marc Huot
Joseph B. Leonard
Vagn Sørensen

Governance and Corporate Matters Committee

The Governance and Corporate Matters Committee shall be comprised of four or more directors as determined by the Board, all of whom shall comply with eligibility and qualification standards under applicable legislation in effect from time to time.

The primary objective of the Governance and Corporate Matters Committee is to assist the Board in fulfilling its responsibilities by being satisfied that corporate governance guidelines are adopted, disclosed and applied including director qualification standards, director responsibilities, director access to management and independent advisors, director compensation, director orientation and continuing education, management succession and annual performance evaluation of the Board:

The Governance and Corporate Matters Committee's responsibilities include the following:

- Review and develop position descriptions for the Chairman, the Chair of each Committee and the President and CEO.
- Be satisfied that appropriate structures and procedures are in place so that the Board can function independently of management.
- Put in place an orientation and continuing education program for new directors on the Board.
- Satisfy itself of the Corporation's compliance with applicable legislation including directors' and officers' compliance.
- Review proposed amendments to the Corporation's by-laws.
- Periodically review and approve the Corporate Policy and Guidelines on Business Conduct.
- Make recommendations to the Board with respect to the monitoring, adoption and disclosure of corporate governance guidelines.
- Recommend the types, charters and composition of the Board committees.
- Recommend the nominees to the chairmanship of the Board committees.
- Review such other corporate governance functions customarily carried out by such committees as well as such other matters which may be referred to it by the Board from time to time.

The Governance and Corporate Matters Committee met four times during the period from January 1, 2011 to December 31, 2011.

The Governance and Corporate Matters Committee is currently composed of:

Members: Roy J. Romanow (Chair)
Bernard Attali
Jean Marc Huot
Pierre Marc Johnson

Human Resources and Compensation Committee

The Human Resources and Compensation Committee shall be comprised of three or more directors as determined by the Board, all of whom shall be independent (as defined under applicable securities laws).

The primary purpose of the committee is to assist the Board in fulfilling its oversight responsibilities in the field of human resources and compensation including compensation of officers and compensation philosophy.

The responsibilities of the Human Resources and Compensation Committee include the following:

- Develop compensation philosophy and guidelines.
- Review and approve corporate goals, objectives and business performance measures relevant to the compensation of the CEO. The Chairman of the Board and the Chair of the Committee shall evaluate the CEO's performance in light of those goals, objectives and business performance measures, and based on this evaluation, the Committee shall make recommendations to the Board with respect to the CEO's compensation.
- Make recommendations to the Board with respect to non-CEO officers' (including chief executive officers of subsidiaries) compensation, incentive compensation and equity-based plans.
- Review and make recommendations to the Board with respect to incentive compensation plans and equity based plans and any amendments thereto.
- Review and approve, on behalf of the Board, salary ranges for all positions including executive management.
- Generally oversee the administration of the long-term incentive plan of the Corporation.
- Review executive compensation disclosure before public dissemination, including the review of the annual report of senior management compensation for inclusion in the Corporation's management proxy circular, in accordance with applicable rules and regulations.

The Human Resources and Compensation Committee met four times during the period from January 1, 2011 to December 31, 2011.

The Human Resources and Compensation Committee is currently composed of:

Members: Vagn Sørensen (Chair)
 Bernard Attali
 Michael M. Green
 Pierre Marc Johnson
 Joseph B. Leonard

Nominating Committee

The Nominating Committee shall be comprised of three or more directors as determined by the Board, all of whom shall be independent (as defined under applicable securities laws).

The primary objective of the Nominating Committee is to assist the Board in fulfilling its responsibilities by identifying individuals qualified to become new Board members and recommending to the Board the new director nominees for each annual meeting of shareholders.

The responsibilities of the Nominating Committee include the following:

- Assist the Board in determining what competencies and skills the Board, as a whole, should possess and what competencies and skills each existing director possesses.
- Assist the Board in determining the appropriate size of the Board, with a view to facilitating effective decision-making.

- Develop and review criteria regarding personal qualification for Board membership, such as background, experience, technical skill, affiliations and personal characteristics, and develop a process for identifying and recommending candidates.
- Identify individuals qualified to become new Board members and recommend them to the Board.
- Recommend to the Board the slate of nominees for each annual meeting of shareholders.
- Recommend candidates to fill vacancies on the Board occurring between annual meetings of shareholders.
- Review and make recommendations relative to non-management nominees of the Corporation to the boards of subsidiaries of the Corporation or of companies in which the Corporation has an interest.

The Nominating Committee met two times during the period from January 1, 2011 to December 31, 2011.

The Nominating Committee is currently composed of:

Members: David I. Richardson (Chair)
 Bernard Attali
 Michael M. Green

REPORT OF THE HUMAN RESOURCES AND COMPENSATION COMMITTEE

Introduction

The Board believes that one of its core responsibilities is to provide transparent disclosure of all aspects of the Corporation's executive compensation programs. This report is intended to provide an overview of how we pay our executives and the important work relative to executive compensation that was completed over the course of fiscal 2011. A more detailed discussion of our executive compensation program is provided in the Compensation Discussion and Analysis that follows this report on page 48.

This year, shareholders will be casting a non-binding advisory vote on the Corporation's approach to executive compensation, as described under the heading "Business of the Meeting - Approval of the advisory resolution on executive compensation". Air Canada's approaches to executive compensation are outlined in the Report of the Human Resources and Compensation Committee and the Air Canada's Executive Compensation Program sections contained on pages 42 to 65 of this circular. We encourage you to read the disclosure, and to participate in the advisory vote.

Disclosure is presented in the following sections of the circular:

Report of the Human Resources and Compensation Committee (pages 42 to 47)

This section provides information on the composition and responsibilities of the committee, details on key activities undertaken by the committee in 2011, an overview of the committee's objectives and rationale for the compensation program, and a high level summary of 2011 performance and compensation decisions.

Air Canada's Executive Compensation Program – Components of Executive Compensation (pages 50 to 59) and – Compensation of the Named Executive Officers (pages 60 to 65)

This section provides shareholders with information on the principles considered when designing compensation programs and the key design characteristics of Air Canada's Executive Compensation Program and incentive plans.

This section also describes the link between actual pay and performance in 2011 for the named executive officers of Air Canada. Details are provided about the Corporation's performance, the performance of the named executive officers, and the impact of both the Corporation's performance and individual performance on the determination of compensation awards under Air Canada's Executive Compensation Program.

Summary Compensation Table (pages 66 to 74)

This section discloses the actual compensation awarded to the named executive officers of the Corporation for the previous three years. Also included in this section are details relating to stock options, performance share units, pension plans and termination and change of control benefits.

Committee Composition and Responsibilities

The primary purpose of the Human Resources and Compensation Committee is to assist the Board in fulfilling its oversight responsibilities in the field of human resources and compensation including compensation of officers and compensation philosophy. In keeping with best practices, the committee is composed entirely of independent directors who are knowledgeable about issues related to human resources and compensation, associated incentives and risk management. Based on their past experience, the members of the Human Resources and Compensation Committee acquired direct experience related to the management of executive compensation, making day-to-day decisions concerning executive pay, and designing short and long-term incentive plans with objectives tied to sustained shareholder value creation. To assist in executing its responsibilities, the committee hires an independent compensation advisor who reports solely to the committee and does not provide any services to management. Details on the role of the independent advisor are presented under the heading "Committees – Human Resources and Compensation Committee" in this circular.

The table below sets out the members of the Human Resources and Compensation Committee in 2011 and the basis of their experience.

<u>Committee Member</u>	<u>Member Since</u>	<u>Direct Experience</u>	<u>Basis of Experience</u>
Vagn Sørensen (Chair)	December 14, 2006	Yes	Former President and CEO, Austrian Airlines Group; Director, Braganza AS, Royal Caribbean Cruises Ltd., Lufthansa Cargo AG; Chairman, KMD A/S, Select Service Partner Plc U.K., Scandic Hotels AB, F L Smidth & Co. A/S, TDC A/S; Vice Chairman, DFDS A/S; Senior Industrial Advisor, EQT Partners; Former Chairman, British Midland Ltd.
Bernard Attali	May 8, 2009	Yes	Senior Advisor, TPG Capital; Former Director, ACE Aviation; Former Chairman and CEO, Air France; Former Vice Chairman, Deutsche Bank Europe Investment Banking
Michael M. Green	May 8, 2009	Yes	CEO and Managing Director, Tenex Capital Management; Former CEO Trispan Solutions, Naviant Technology; Former Managing Director, Cerberus Capital Management; Former Managing Partner, TenX Capital Partners
Joseph B. Leonard	August 7, 2008	Yes	Former Chairman and CEO, AirTran Holdings, Inc.; Former Interim Chief Executive Officer, Walter Energy Inc.; Former President and CEO AlliedSignal's Aerospace, Walter Energy, Inc.; Director, Mueller Water Products Inc., Walter Energy, Inc.
Pierre Marc Johnson	December 14, 2006	Yes	Former Premier of Québec; Director, ACE Aviation, Holcim Canada, Médicago Inc.

2011 Committee Activities

Effective April 1, 2011, with the intention of encouraging the transformation of the Corporation to a more performance-based culture, Air Canada's Annual Incentive Plan was restructured to introduce, in addition to the existing corporate (consolidated) EBITDAR objective, (i) department-specific objectives, and (ii) a target bonus range (as of a percentage of salary) in order to reward individual performance. The trigger for the payment of any award under the Annual Incentive Plan is based on a minimum achievement of 90% of the target EBITDAR and 50% of such award rewards the achievement of the corporate EBITDAR objective, while the remaining 50% rewards the achievement of department-specific objectives and individual performance. The Annual Incentive Plan was also amended in order to provide the CEO with the discretion to award high performing individuals at a target level which is market competitive.

Additionally, Air Canada's formula respecting target grants of stock options and performance share units was restructured, effective April 1, 2011, to (i) recalibrate the target mix between stock options and performance share units, (ii) introduce a time-based vesting component to performance share units, and (iii) provide the CEO with the discretion to award high performing individuals at a target level which is market competitive.

Risk Oversight

The Human Resources and Compensation Committee reviews and approves the Corporation's compensation policies and practices, taking into account any risks associated therewith, to achieve long-term viability of the Corporation. Several factors are considered by the Human Resources and Compensation Committee when analysing executive pay, including: Air Canada's strategy and priorities; compensation philosophy and objectives; the competitive market; achievement of the Corporation's financial and operational objectives; shareholder value creation; individual performance; advice from the advisor to the Human Resources and Compensation Committee; and sound risk management practices.

As further described in this circular, the components of compensation are straightforward and include base salary, short-term incentive, long-term incentives, retirement benefits and perquisites.

While quantitative analysis and best practices are important factors that the Human Resources and Compensation Committee relies on in analysing executive pay, discretion, judgment and prior compensation experience are instrumental in delivering programs that are in the best interest of the Corporations' shareholders.

The Human Resources and Compensation Committee follows a rigorous process when establishing and setting objectives for different pay-at-risk programs. To receive an incentive at target, executives must meet objectives that are considered stretched and there is no payment allowed before the end of the performance period.

The Human Resources and Compensation Committee carefully analyses annual operational and strategic business plans to set objectives for executives and establish pay-at-risk programs. Compensation policies and practices are designed to promote financial performance year-over-year and a stable growth in shareholder return by mitigating inappropriate behaviours and excessive risk-taking only aimed at a short-term increase of the share price. As such, payouts under both the short and long-term incentive plans are based on executives achieving objectives that are considered stretched, and the Board of Directors retains discretion in its award of amounts to be paid thereunder.

Air Canada also has an executive compensation clawback policy, further described under the heading "Components of Executive Compensation - Executive Compensation Clawback". The executive compensation clawback policy addresses situations in which business activities are undertaken by executive officers that engaged in gross negligence, intentional misconduct or fraud that require the restatement of all or a portion of Air Canada's financial statements.

The Human Resources and Compensation Committee has not identified any risks arising from the Corporation's compensation policies and practices that are reasonably likely to have a material adverse effect on the Corporation. The risks and uncertainties that are likely to have a material adverse effect on the Corporation are disclosed quarterly in the Corporation's Management Discussion and Analysis of the financial condition and results of operations. No such risks relate to the Corporation's compensation policies and practices.

Air Canada's Corporate Policy and Guidelines on Business Conduct also prohibits employees of the Corporation from hedging their securities of Air Canada.

Compensation objectives and Plan Design – Summary

The principal components of Air Canada's Executive Compensation Program (including their primary role and how the components are linked together), the form of compensation provided, eligible employees for each element of compensation and the relevant performance period for each element of compensation are presented in the table below. A more detailed explanation of each component is provided in the Compensation Discussion and Analysis which begins on page 48.

<u>Current Compensation</u>	<u>Form</u>	<u>Eligibility</u>	<u>Performance Period</u>
Base Salary <ul style="list-style-type: none"> Reflects skills, competencies and experience Influences short-term incentive, long-term incentive, pension and benefits Established by Air Canada's Board based on the executive's skills, competencies and experience Air Canada's policy is to provide base salaries at the level of no more than the 75th percentile of the comparator group, subject to specific circumstances where base salaries may be set below or above this percentile depending on each executive's profile, experience and role 	Cash	All salaried employees	Annual
Short-term Incentive – Annual Incentive Plan <ul style="list-style-type: none"> Reflects annual achievement of Air Canada's financial performance against a pre-established EBITDAR target Granting of awards based on achievement of EBITDAR targets, as well as department-specific and individual objectives The Board of Directors may recognize and adjust actual EBITDAR results for variances when warranted Air Canada's target bonus is, in the view of the Board, in-line with remuneration practices of the comparator group The Board has broad discretion in its administration of the Annual Incentive Plan and the amount of awards to be paid thereunder 	Cash	Eligible management and administrative and technical support non-unionized employees (approximately 2,400 individuals)	1 year
Long-term Incentive – Stock Option and Performance Share Units <ul style="list-style-type: none"> Links interests of executives with interests of shareholders 50% of options vest over four years in an equal amount of 12.5% at the anniversary of each grant and the remaining 50% are performance-based, and may vest after four years, based on the Corporation's achievement of its operating margin target for the four-year period The options to purchase Air Canada shares granted under the Long-Term Incentive Plan have an exercise price based on the market price of Air Canada's shares at the time of the option grant Performance share units vest after a three year period, over 50% of which vest subject to the Corporation's achievement of its cumulative annual EBITDAR target over such three-year period and the remainder vest based on time Participants receive on the redemption date in respect of all vested performance share units, a value equal to the market price of the Air Canada shares on such date, with payment being effected with Air Canada shares or cash at the discretion of the Corporation The Long-Term Incentive Plan provides for an annual target grant of stock options and performance share units in the amounts described in the table in "Long-Term Incentives – Stock Options and Performance Share Units" 	Stock Options and Performance Share Units	All senior management and officers of Air Canada (approximately 166 individuals)	4 year vesting, 10 year option term 3 year vesting term for performance share units

<u>Pension</u>	<u>Form</u>	<u>Eligibility</u>	<u>Measurement Period</u>
Pension Plan and Supplementary Retirement Plan <ul style="list-style-type: none"> Provides for replacement income upon retirement, based on years of service with the Corporation Aligned with the median of the Corporation's comparator group Benefits are calculated multiplying (i) 2% of the final average salary during the executive's highest paid 36 successive months of company service, less 0.25% of the Canada/Quebec pension plan's average annual maximum pensionable earnings during that period, by (ii) the executive's years of service (maximum 35 years) Named Executive Officers are generally eligible to retire at the earliest of: (i) 25 years of service, (ii) when their age plus years of service equals the sum of 80 or (iii) at age 65 	Cash	All officers of Air Canada (approximately 23 individuals)	Pensionable service period to a maximum of 35 years
<u>Other Benefits</u>	<u>Form</u>	<u>Eligibility</u>	<u>Applicable Period</u>
Group Benefits <ul style="list-style-type: none"> Provides protection in case of sickness, disability or death 	Cash, Insurance and Other Benefits	All employees	N/A
Employee share ownership plan <ul style="list-style-type: none"> Encourages employees to make investments in Air Canada Permits eligible employees of Air Canada to invest up to 6% of their salary for purchase of Air Canada shares with a contribution by Air Canada at 33.33% of the investments made by the employees 	Cash	All employees where permitted	Annual
Perquisites <ul style="list-style-type: none"> Provides tools to support the conduct of the business Perquisites include leased automobiles, a medical top-up plan, health counseling and financial counseling 	Cash and Other Benefits	All officers of Air Canada (approximately 23 individuals)	N/A

All proposed changes to any compensation component are first reviewed internally with the Chief Executive Officer, the Chief Financial Officer and the Senior Vice-President, Employee Relations, followed by a review with the Human Resources and Compensation Committee prior to final submission to the Board of Directors.

Compensation Linked to 2011 Corporate Performance

Despite the fuel, labour and other challenges in 2011, the Corporation progressed in advancing its stated priorities during the year. A company-wide focus on revenue generation initiatives resulted in 8% growth or an increase of \$826 million from the previous year and a record revenue performance for the airline, which helped mitigate a fuel expense increase of \$723 million. The Cost Transformation Program surpassed its target in annualized revenue gains and cost savings of \$530 million, on a run-rate basis, by the end of the third quarter. On-going disciplined capacity management resulted in the second-highest annual load factor in the Corporation's history of 81.6%. The Corporation also continued to succeed in its commitment to customer service. The influential SkyTrax World Airline Awards named Air Canada the Best International Airline in North America for the second consecutive year and the Corporation won similar awards from Business Traveler and Global Traveler magazines.

As a policy, salaries are reviewed from time to time and for 2011, several executive base salaries were adjusted to reflect either increases in responsibilities or market levels.

With respect to the short-term incentive targets, one of the key metrics employed by the Corporation to measure its success is EBITDAR, a financial measure that allows investors to look at the Corporation's earnings on a more comparable basis with other airlines. The Corporation's 2011 EBITDAR target was set at \$1.394 billion. The Corporation achieved 90% of this target, as EBITDAR for 2011 amounted to \$1.242 billion and, based on achievement of corporate, department and individual objectives, a limited payout was approved under the Annual Incentive Plan.

As described under the heading "2011 Committee Activities", the Corporation's plan respecting long-term incentive targets was significantly restructured. Accordingly, as part of the 2011 compensation review, an annual grant of stock options and performance share units was awarded.

AIR CANADA'S EXECUTIVE COMPENSATION PROGRAMS

COMPENSATION DISCUSSION AND ANALYSIS

In the face of a very challenging economic and competitive environment within the domestic and international airline industry, Air Canada requires a strong and capable executive team, underscoring the need for an executive compensation program that will attract, retain and motivate the key people necessary to transform the Corporation and improve its performance with a view to enhancing shareholder value.

The Executive Compensation Program is reviewed annually to align it with the Corporation's business plan. The report below provides an overview of Air Canada's Executive Compensation Program for 2011. Effective April 1, 2011, certain changes were made to the Executive Compensation Program.

Executive Compensation Program

Air Canada's Executive Compensation Program is designed to provide competitive total executive compensation consistent with market-based compensation practices to recruit and retain top talent. It is also designed to align the Corporation's business strategy, values and management interests with those of its shareholders. To achieve these objectives, the Corporation has established the following guiding principles for its Executive Compensation Program:

- Base salaries competitive in markets in which Air Canada competes for talent and skills;
- Incentive programs linked to Air Canada's annual and long-term financial performance so as to align executive and shareholders' interests; and
- Total compensation benchmarked to reward its Chief Executive Officer and other executives at no more than the 75th percentile of Air Canada's comparator group for positions with similar responsibilities and scope. However, in specific circumstances, total compensation may be set below or above this percentile depending on each executive's profile, experience and role.

The Comparator Group (Benchmark Companies)

Compensation and performance under Air Canada's Executive Compensation Program are benchmarked against a comparator group of companies. An annual comparative analysis of compensation practices is conducted by an independent third party consulting firm and this analysis, for the current period, consisted of a comparator group of 25 companies comprised of large U.S. and Canadian airlines, Canadian companies in the transportation or aviation related industry, Canadian companies with annual revenues exceeding \$5 billion, Canadian companies with an extensive customer service component, Canadian companies operating in a highly technological environment and Canadian companies with a large asset base.

Using a point factor system, the comparator group, detailed on the following page, was selected, and will be validated annually, by the Board of Directors.

Air Canada's policy is to provide base salary at the level of no more than the 75th percentile of the comparator group. Air Canada's target bonus, target grant of stock options and/or performance share units and group health, other insurance benefits and executive pension plan are each, in the view of the Board, in-line with remuneration practices of the comparator group.

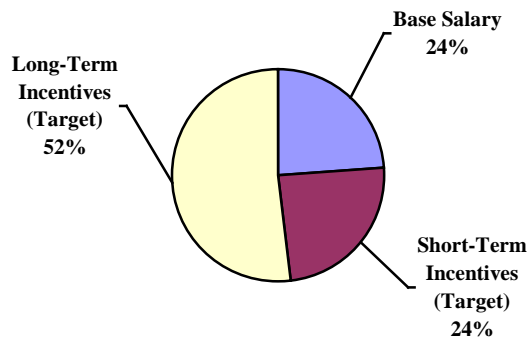
The table below describes the companies which have been identified in accordance with the above criteria and included in Air Canada's comparator group, as well as each organization's level of alignment to Air Canada's peer profile requirements in the list below. The comparator group for the President and Chief Executive Officer excludes the four financial institutions named below.

Company	Relevant Criteria					
	Large Airline	Transportation Sector or Aviation Related	Revenues Exceeding \$5 Billion	Extensive Customer Service	Highly Technological Environment	Large Asset Base
Agrium Inc.			✓			✓
American Airlines Inc.	✓		✓	✓	✓	✓
Bank of Montreal			✓	✓	✓	
BCE Inc.			✓	✓	✓	✓
Bombardier Inc.		✓	✓		✓	✓
CAE Inc.		✓			✓	✓
Canadian National Railway Company		✓	✓			
Canadian Pacific Railway Limited		✓				✓
Celestica Inc.			✓		✓	
Delta Airlines Inc. / Northwest Airlines Corp	✓		✓	✓	✓	✓
Domtar Corp.			✓			✓
Enbridge Inc.			✓			✓
EnCana Corp			✓			✓
Maple Leaf Foods Inc.			✓			✓
Research in Motion Ltd.			✓		✓	
Rogers Communications Inc.			✓	✓	✓	✓
Royal Bank of Canada			✓	✓	✓	
SunLife Financial Inc.			✓	✓	✓	
Telus Corporation			✓	✓	✓	✓
Toronto-Dominion Bank			✓	✓	✓	
Transat AT Inc.	✓			✓	✓	✓
TransCanada Corp			✓		✓	✓
United Airlines Inc. / Continental Airlines Inc.	✓		✓	✓	✓	✓
US Airways Inc.	✓		✓	✓	✓	✓
Westjet Airlines Ltd.	✓			✓	✓	✓

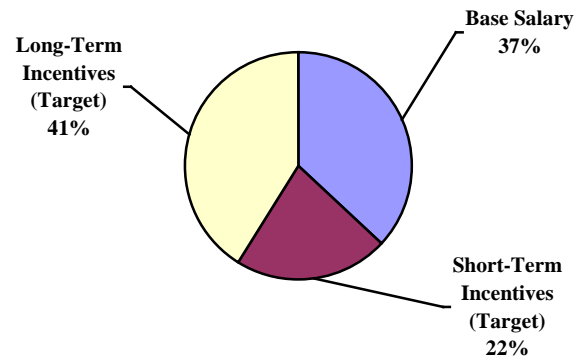
COMPONENTS OF EXECUTIVE COMPENSATION

The following charts set forth the relative weight of 2011 compensation attributable to base salary, short-term incentive targets⁽¹⁾ and long-term incentive targets for Air Canada's (1) Chief Executive Officer, (2) Executive Vice-Presidents, (3) Senior Vice-Presidents and (4) Vice-Presidents.

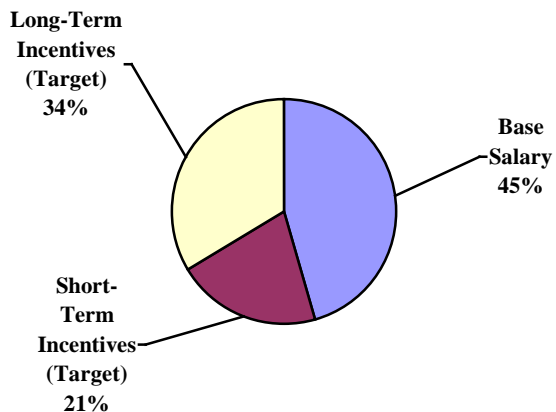
Compensation of Chief Executive Officer



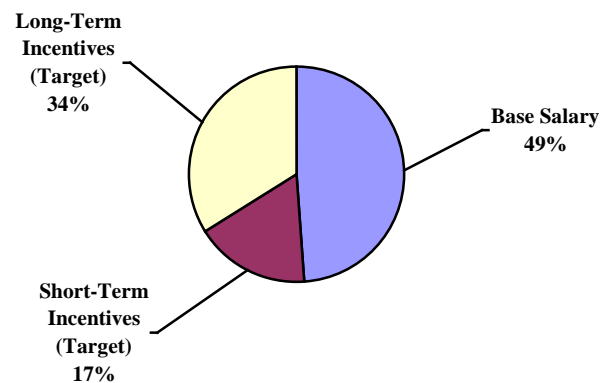
Compensation of Executive Vice-Presidents



Compensation of Senior Vice-Presidents



Compensation of Vice-Presidents



⁽¹⁾ The midpoint for each component of the Annual Incentive Plan having a target bonus range is used for the purposes of the charts.

Base Salary

Competitive base salaries are established by Air Canada's Board of Directors based on the executive's skills, competencies and experience. When reviewing base salaries, the Board of Directors also considers the range of salaries of other persons within the officer group, as well as the salaries offered for positions with similar responsibilities and scope in Air Canada's comparator group.

As concerns base salary, Air Canada's policy is to provide compensation at the level of no more than the 75th percentile of the comparator group. However, in specific circumstances, base salaries may be set below or above this percentile depending on each executive's profile, experience and role.

Short-Term Incentives – Air Canada Annual Incentive and Annual Profit Sharing Plans

Annual Incentive Plan

Air Canada's Annual Incentive Plan is designed to pay a cash award to eligible management and administrative and technical support non-unionized employees, based on the Corporation's achievement of its EBITDAR (earnings before interest, taxes, depreciation, amortization and obsolescence, and aircraft rent) target, while incorporating the Board of Directors' authority to recognize and adjust actual EBITDAR results for variances when warranted.

EBITDAR is a non-GAAP financial measure commonly used in the airline industry to view operating results before aircraft rent and depreciation, amortization and obsolescence as these costs can vary significantly among airlines due to differences in the way airlines finance their aircraft and other assets. For more details on Air Canada's EBITDAR, please refer to the "Management's Discussion and Analysis" section of Air Canada's latest annual report.

Effective April 1, 2011, with the intention of encouraging the development of a corporate culture focused more on transformation and performance, Air Canada's Annual Incentive Plan was restructured to introduce, in addition to the existing corporate (consolidated) EBITDAR objective, (i) department-specific objectives, and (ii) a target bonus range (as of a percentage of salary) in order to reward individual performance. The trigger for the payment of any award under the Annual Incentive Plan is based on a minimum achievement of 90% of the target EBITDAR and 50% of such award rewards the achievement of the corporate EBITDAR objective, while the remaining 50% rewards the achievement of department-specific objectives and individual performance. The Annual Incentive Plan was also amended in order to provide the CEO with the discretion to award high performing individuals at a target level which is market competitive

Air Canada's target bonus is, in the view of the Board, in-line with remuneration practices of the comparator group. Yearly target bonuses typically range as follows:

Executive Level	Target Bonus (as a % of base salary)
Chief Executive Officer	100%
Executive Vice-President	50%-70%
Senior Vice-President	35%-55%
Vice-President	30%-40%

and the Annual Incentive Plan typically rewards participants as follows:

	Achievement of EBITDAR against target EBITDAR	Percentage of the Annual Incentive Plan Target Bonus Payable ⁽¹⁾
Minimum	≤90%	0%
	95%	50%
Target Bonus	100%	100%
	105%	150%
Maximum	≥110%	200%

⁽¹⁾ The Annual Incentive Plan award is calculated on a graduated basis between the reference points above. For example, if 102% of the targeted EBITDAR is achieved, the percentage of the annual incentive plan target bonus payable is 120%.

The Board has broad discretion in its administration of the Annual Incentive Plan and the amount of awards to be paid thereunder.

The Corporation's 2011 EBITDAR target was set at \$1.394 billion. The Corporation achieved 90% of this target, as EBITDAR for 2011 amounted to \$1.242 billion. In accordance with the Annual Incentive Plan, the CEO recommended and the Board of Directors approved limited awards to plan participants under the plan based on achievement of corporate, department or individual objectives.

Long-Term Incentives – Stock Options and Performance Share Units

Air Canada's Long-Term Incentive Plan is intended to attract, retain and motivate management in key positions at Air Canada and align their interests with those of its shareholders. The Human Resources and Compensation Committee determines which employees are eligible to receive stock options or performance share units, with consideration given to: (i) the value of each eligible employee's present and potential future contribution to the Corporation's success, and (ii) any past grants to the employee in question.

The Long-Term Incentive Plan provides for the grant of options and performance share units to all senior management and officers of Air Canada. Options and performance share units held by any person under the Long-Term Incentive Plan, including any insider of the Corporation, may not at any time exceed 5% of the aggregate number of shares of the Corporation outstanding from time to time. Additionally, the aggregate number of shares: (i) issued to insiders of Air Canada under the Long-Term Incentive Plan or any other share compensation arrangement within any one-year period, and (ii) issuable to insiders of Air Canada at any time under the Long-Term Incentive Plan or any other share compensation arrangement, shall, in each case, not exceed 10% of the issued and outstanding shares of the Corporation.

19,470,294 shares (which represented 6.97% of the issued and outstanding shares of Air Canada on April 23, 2012) are currently authorized for issuance under the Long-Term Incentive Plan in the form of either stock options or performance share units. Currently, there is an aggregate of 8,790,536 options and 7,692,817 performance share units outstanding under the Long-Term Incentive Plan. This represents, in the aggregate, a maximum of 3.2% of the Corporation's issued and outstanding shares as of April 23, 2012. 8,790,536 options are exercisable for underlying Air Canada shares. No performance share units are currently exercisable for underlying Air Canada shares issuable from treasury. 7,692,817 performance share units outstanding under the Long-Term Incentive Plan are exercisable for Air Canada shares purchased on the secondary market or for cash, at the discretion of the Corporation.

Air Canada's target grant of stock options and/or performance share units is in line with remuneration practices of the comparator group. Subject to the limit of the number of shares that remain available under the Long-Term Incentive Plan at the relevant time, the plan provides for an annual target grant of stock options and/or performance share units to all eligible senior management and officers.

Effective April 1, 2011, consistent with the above-described compensation objectives, Air Canada's formula respecting target grants of stock options and performance share units was restructured to: (i) recalibrate the target mix between stock options and performance share units; (ii) introduce a time-based vesting component to performance share units; and (iii) provide the CEO with the discretion to award high performing individuals at a target level which is market competitive. The restructured plan provides target grants as follows:

Executive Level	Target Stock Option Grant (% of base salary)	Target Performance Share Unit Grant based on Performance (% of base salary)	Target Performance Share Unit Grant based on Time (% of base salary)
Chief Executive Officer	175%	100%	55%
Executive Vice President	90%	40%	30%
Senior Vice President	60%	30%	20%
Vice President	55%	30%	20%

Air Canada Stock Options

The options to purchase Air Canada shares granted under the Long-Term Incentive Plan have a maximum term of 10 years. In the event the expiration date for an option falls within a "black-out period" (being a period during which the optionee cannot trade securities of the Corporation pursuant to its corporate policy respecting restrictions on employee trading) or within 9 business days following the expiration of a black-out period, such expiration date is extended until the 10th business day after the end of the black-out period.

The options to purchase Air Canada shares granted under the Long-Term Incentive Plan have an exercise price based on the market price of Air Canada's shares at the time of the option grant. For these purposes, the market price of Air Canada's shares at the time of the option grant (the "Market Price"), except in certain exceptional circumstances, equals the "volume-weighted average trading price" of the shares on the TSX for the 5 trading days immediately preceding the grant date (calculated by dividing the total value by the total volume of shares traded during such period).

Unless a particular employment agreement otherwise provides, the vesting of options is as follows: (i) 50% of options granted under the Long-Term Incentive Plan vest over four years in an equal amount of 12.5% at the anniversary of each grant, and (ii) the remaining 50% are performance-based, and may vest after four years, as detailed in the table below, based on the Corporation's achievement of its operating margin target for the four-year period.

Achievement of Target Operating Margin over the Four- Year Period	Performance-based Stock Options Vested
≤85%	0%
90%	33%
95%	66%
≥100%	100%

The performance-based stock options vest on a graduated basis between the reference points above. For example, if the Corporation's operating margin over the four-year period equals 92.5% of the target operating margin, 50% of the performance-based stock options will vest and the remainder of the performance-based stock options will lapse and be null at such time, unless the Board of Directors determines otherwise.

If an optionee's employment is terminated without cause or the optionee resigns, the vested portion of any options will, in general, remain exercisable for 30 days. In the event an optionee is terminated for cause, then the options lapse forthwith. In the event of the death of an optionee, his/her vested options at the time of death must be exercised by his/her heirs within 1 year of the optionee's death or prior to the expiration of the original term of such options, whichever occurs earlier. In the event of the injury or disability of an optionee, any options may be exercised by the optionee as the rights to exercise such options accrue; however such options shall only be exercisable within 3 years after the cessation of employment or prior to the expiration of the original term of the option, whichever occurs earlier. In the event of the retirement of an optionee, any options may be exercised by the optionee as the rights to exercise such options accrue; however such options shall only be exercisable within 3 years after the retirement of the optionee or prior to the expiration of the original term of the option, whichever occurs earlier. In the event an optionee takes a voluntary leave of absence, any options may be exercised by the optionee as the rights to exercise such options accrue; however such options shall only be exercisable within 1 year after the commencement of such leave of absence or prior to the expiration of the original term of the option, whichever occurs earlier.

Each option under the Long-Term Incentive Plan is personal to the optionee and may not be assigned or transferred, except by will or by the laws of succession of the domicile of a deceased optionee.

Air Canada may amend the Long-Term Incentive Plan (or any option or performance share unit granted thereunder) at any time without the consent of the optionees or participants, provided that such amendment shall:

- (i) not adversely alter or impair any option or performance share unit previously granted;
- (ii) be subject to any regulatory approvals including, where required, the approval of the TSX; and

- (iii) be subject to shareholder approval where required by law or the requirements of the TSX, provided that shareholder approval shall not be required for: (a) amendments of a "housekeeping nature", (b) a change to the vesting provisions of any option or performance share unit, (c) the introduction of a cashless exercise feature payable in securities, (d) the addition of a form of financial assistance, and (e) the addition of a deferred or restricted share unit or any other provision which results in optionees or participants receiving securities while no cash consideration is received by the Corporation.

Notwithstanding the foregoing, Air Canada must obtain shareholder approval in order to enact any of the following amendments to the Long-Term Incentive Plan:

- (i) any change to the maximum number of shares issuable from treasury under the Long-Term Incentive Plan, including an increase to the fixed maximum number of shares or a change from a fixed maximum number of shares to a fixed maximum percentage;
- (ii) any amendment which reduces the exercise price of any option previously granted or any cancellation of an option and its substitution by a new option with a reduced price or any cancellation of a performance share unit and its substitution by a new performance share unit;
- (iii) any amendment that extends the term of options or performance share units beyond their original expiry;
- (iv) any amendment which would permit any option or performance share unit to be transferable or assignable by any optionee or participant other than for normal estate settlement purposes;
- (v) any amendment which would permit a change to the eligible participants, including a change which would have the potential of broadening or increasing participation by insiders, including non-employee directors, in the Long-Term Incentive Plan;
- (vi) any amendment which increases the maximum number of shares that may be issued in a one-year period to insiders of the Corporation and associates of such insiders or any one insider of the Corporation and associates of such insider under the Long-Term Incentive Plan or any other compensation arrangements described in the Long-Term Incentive Plan; and
- (vii) amendments to the amendment provisions of the Long-Term Incentive Plan.

The Long-Term Incentive Plan also provides that the Board may advance the date on which any option may be exercised or any performance share unit may be payable or, subject to applicable regulatory provisions, and except in respect of options or performance share units that are held by an insider of the Corporation, extend the expiration date of any option or performance share unit provided that the period during which an option is exercisable or performance share unit is outstanding does not exceed 10 years in the case of options, and 3 years in the case of performance share units from the date such option or performance share unit is granted.

In the event of a "change of control" (as defined in the Long-Term Incentive Plan) of the Corporation, any unvested options shall become exercisable and any unvested performance share units shall become payable immediately prior to the date of the change of control with respect to all of the shares subject thereto and all options must be exercised prior to their original term.

Air Canada Performance Share Units

The performance share units granted under the Long-Term Incentive Plan are notional share units which are exchangeable, on a one-to-one basis, for, as determined by the Board of Directors, Air Canada shares or the cash equivalent. As such, the value of the performance share units track the value of Air Canada shares. Performance share units have a maximum term of three years. Except as otherwise may be determined by the Board of Directors, the vesting of performance share units is normally based on the Corporation achieving its cumulative EBITDAR target over a three-year period.

Achievement of cumulative annual EBITDAR target over a Three-Year Period	Performance Share Units Vested
≤85%	0%
90%	33%
95%	66%
≥100%	100%

The performance share units vest on a graduated basis between the reference points above. For example, if the Corporation's EBITDAR over the three-year period equals 92.5% of the EBITDAR target, 50% of the units will vest and the remainder of the performance share units will lapse and be null at such time, unless the Board of Directors determines otherwise.

At the end of the three-year term, all vested performance share units are, at the discretion of the Corporation, redeemed for Air Canada shares (either issued from treasury or purchased on the secondary market at the discretion of the Corporation) or for their cash equivalent based on the Market Price (as such term is defined at page 53 of this circular) of Air Canada shares on the redemption date.

Participants receive, therefore, on the redemption date in respect of all vested performance share units, a value equal to the Market Price of the Air Canada shares on such date, with payment being effected with Air Canada shares or cash at the discretion of the Corporation.

During the three-year term, the Corporation, as determined by the Board, may pay to the participant in cash, at the same time that dividends are paid to holders of shares of the Corporation or, subject to the satisfaction of the applicable vesting conditions, on the last day of the three-year term, the aggregate amount which the participant would have received as dividends if the participant had held a number of shares of the Corporation equal to the number of performance share units credited to the participant's account.

In the event a participant's employment is terminated for cause or the participant resigns from his/her employment, then all performance share units credited to such participant that have not vested shall be forfeited and cancelled and the participant's rights to shares (or equivalent cash) that relate to such participant's unvested performance share units shall be forfeited and cancelled.

Except as otherwise may be determined by the Board, upon a participant's employment being terminated for reasons other than for cause, or upon a participant's retirement, voluntary leave of absence or the participant's employment being terminated by reason of injury, disability or death, the participant's participation in the Long-Term Incentive Plan with respect to performance share units shall be terminated immediately, provided that all unvested performance share units in the participant's account as of such date that relate to a three-year performance period then in progress shall remain in effect until the end of such three-year performance period. If, at the end of the three-year performance period, the vesting conditions are not met, all unvested performance share units credited to such participant's account shall be forfeited and cancelled. If, at the end of the three-year performance period the vesting conditions are met, the participant (or his/her heirs, as the case may be) shall be entitled to receive that number of shares (or equivalent cash at the discretion of the Corporation) equal to the number of performance share units outstanding in the participant's account in respect of such three-year performance period multiplied by a fraction, the numerator of which shall be the number of completed months of service of the participant during the relevant period prior to his/her date of termination, date of leave of absence or retirement and the denominator of which shall be 36 months.

Each performance share unit under the Long-Term Incentive Plan is personal to the participant and may not be assigned or transferred, except by will or by the laws of succession of the domicile of a deceased participant.

Employment Conditions

Unless otherwise provided for in an individual's employment agreement with the Corporation and except as otherwise may be determined by the Board, the following table summarizes the treatment of a participant's stock options and performance share units upon a participant's retirement, resignation, termination without cause or for cause, death, injury or disability or voluntary leave of absence.

Event	Vesting of Stock Options and Exercise Limitations	Vesting of Performance Share Units ("PSUs") and Payment Limitations
Retirement	Rights to vesting continue to accrue. All vested options must be exercised by the earlier of: (i) the third anniversary date of the retirement and (ii) the scheduled expiry date of the options	Prorated number of vested PSUs at the end of their term based on: (i) the total number of completed months of active service during PSU term, divided by (ii) the total number of months in PSU term
Resignation	No further options vest. All vested options must be exercised within 30 days from the date of the resignation	Forfeiture of unvested PSUs
Termination without cause	No further options vest. All vested options must be exercised within 30 days from the date of the termination for reasons other than cause	Prorated number of vested PSUs at the end of their term based on: (i) the total number of completed months of active service during PSU term, divided by (ii) the total number of months in PSU term
Termination for cause	Forfeiture of all unexercised options	Forfeiture of all unvested PSUs
Death	All vested options at the time of death must be exercised by his/her heirs by the earlier of: (i) one year of his/her death and (ii) the scheduled expiry date of the options	Prorated number of vested PSUs at the end of their term based on: (i) the total number of completed months of active service during PSU term, divided by (ii) the total number of months in PSU term
Injury or disability	Rights to vesting continue to accrue. All vested options must be exercised by the earlier of: (i) three years after the cessation of employment and (ii) the scheduled expiry date of the options	Prorated number of vested PSUs at the end of their term based on: (i) the total number of completed months of active service during PSU term, divided by (ii) the total number of months in PSU term
Voluntary leave of absence	Rights to vesting continue to accrue. All vested options must be exercised by the earlier of: (i) one year after the commencement of the leave of absence and (ii) the scheduled expiry date of the options	Prorated number of vested PSUs at the end of their term based on: (i) the total number of completed months of active service during PSU term, divided by (ii) the total number of months in PSU term

Annual Grants of Options and Performance Share Units

The following table summarizes the total number of options granted during each of the last five calendar years:

Year	Number of Options Granted	Number of Participants
2011	3,439,471	71
2010	50,000	2
2009	2,330,000	65
2008	11,000	1
2007	482,870	18

The following table summarizes the total potential dilution (total number of options outstanding divided by the total number of shares outstanding) represented by the options granted during each of the last five calendar years:

Year	Total Number of Options Outstanding as of December 31	Dilution
2011	6,411,206	2.3%
2010	3,287,931	1.2%
2009	3,963,474	1.4%
2008	1,701,447	1.7%
2007	1,720,092	1.7%

The following table summarizes the total number of performance share units granted during each of the last five calendar years:

Year	Number of PSUs Granted	Number of Participants
2011	3,310,900	145
2010	2,532,337	164
2009	2,500	1
2008	1,134,183	169
2007	232,760	86

The following table summarizes the total potential dilution (total number of dilutive performance share units outstanding divided by the total number of shares outstanding) represented by the performance share units granted during each of the last five calendar years:

Year	Total Number of PSUs Outstanding as of December 31	Dilution
2011	6,197,511	Nil ⁽¹⁾
2010	3,589,449	0.0009% ⁽²⁾
2009	1,653,064	0.2% ⁽³⁾
2008	1,680,159	0.57% ⁽⁴⁾
2007	551,251	0.55%

- (1) The zero dilution percentage is due to the fact that all 6,197,511 performance share units will either be redeemed for Air Canada shares purchased on the secondary market (and not issued from treasury) and/or equivalent cash, at the discretion of the Corporation.
- (2) The dilution percentage does not include shares underlying 3,586,949 performance share units, as these performance share units will either be redeemed for Air Canada shares purchased on the secondary market (and not issued from treasury) and/or equivalent cash, at the discretion of the Corporation.
- (3) The dilution percentage did not include shares underlying 1,091,218 performance share units, as these performance share units would have been either redeemed for Air Canada shares purchased on the secondary market (and not issued from treasury) and/or equivalent cash, at the discretion of the Corporation.
- (4) The dilution percentage did not include shares underlying 1,111,183 performance share units, as these performance share units would have been either redeemed for Air Canada shares purchased on the secondary market (and not issued from treasury) and/or equivalent cash, at the discretion of the Corporation.

Equity Compensation Plan Information

The following table details the number of securities to be issued upon the exercise of options and the redemption of PSUs outstanding under Air Canada's Long-Term Incentive Plan, as well as the weighted-average exercise price of outstanding options and the number of securities remaining available for future issuance under Air Canada's equity compensation plans.

Plan category	Number of securities to be issued upon the exercise of outstanding options and redemption of PSUs ⁽¹⁾⁽²⁾⁽³⁾	Weighted-average exercise price of outstanding options ⁽¹⁾	Number of securities remaining available for future issuance under equity compensation plans ⁽¹⁾
Equity compensation plans approved by security-holders ⁽¹⁾	6,411,206	\$4.25	13,059,088

(1) As at December 31, 2011.

(2) Does not include shares underlying 6,197,511 performance share units granted on February 9, 2010, June 10, 2010 and April 8, 2011 as these performance share units will either be redeemed for Air Canada shares purchased on the secondary market (and not issued from treasury) and/or equivalent cash, at the discretion of the Corporation.

(3) Does not include the 1,000,000 Air Canada shares underlying the options granted to Mr. Rovinescu pursuant to the terms of his employment agreement in connection with his recruitment and commencement of employment in 2009.

Executive Compensation Clawback

On March 30, 2011, the Board of Directors adopted an executive clawback compensation policy concerning awards made after December 31, 2010 under Air Canada's annual and long-term incentive plans. Under this policy, which applies to all executives, the Board of Directors may, in its sole discretion, to the full extent permitted by governing laws and to the extent it determines that it is in the best interests of Air Canada to do so, require reimbursement of all or a portion of annual or long term incentive compensation received by an executive. The Board of Directors may seek reimbursement of full or partial compensation from an executive or former executive officer in situations where:

- the amount of a bonus or incentive compensation was calculated based upon, or contingent on, the achievement of certain financial results that were subsequently the subject of or affected by a restatement of all or a portion of Air Canada's financial statements;
- the executive officer engaged in gross negligence, intentional misconduct or fraud that caused or partially caused the need for the restatement; and
- the amount of the bonus or incentive compensation that would have been awarded to or the profit realized by the executive officer had the financial results been properly reported would have been lower than the amount actually awarded or received.

Pension and Benefits

Air Canada's group health, other insurance benefits and executive pension plan are, in the view of the Human Resources and Compensation Committee, aligned with the median of the Corporation's comparator group.

The Corporation offers retirement benefits to its Named Executive Officers including a Supplementary Retirement Plan (the "SERP"). The main provisions of the SERP are described in more detail in the section "Retirement Plan Benefits". The purpose of the SERP is to:

- complement Air Canada's retirement plan to provide Named Executive Officers with an appropriate replacement income upon retirement; and
- provide benefits over and above those provided by Air Canada's primary registered retirement plan.

Employee Share Ownership Plan

An ongoing share purchase plan was established by Air Canada (the "**Employee Share Ownership Plan**") concurrent with the completion of its November 2006 initial public offering. The Employee Share Ownership Plan permits eligible employees of Air Canada to invest up to 6% of their salary for purchase of Air Canada shares with a contribution by Air Canada at 33.33% of the investments made by the employees. The funds contributed by participants and Air Canada are used to purchase Air Canada shares on the secondary market on behalf of such participants.

Perquisites

Perquisites are, in the view of the Human Resources and Compensation Committee, aligned with the median of Air Canada's comparator group. Perquisites include leased automobiles, a medical top-up plan, health counseling and financial counseling.

COMPENSATION OF THE NAMED EXECUTIVE OFFICERS*Compensation of the President and Chief Executive Officer*

Mr. Calin Rovinescu was appointed President and Chief Executive Officer on April 1, 2009. Over the 18 months preceding his appointment, Air Canada's operations were impacted by many factors, including an unprecedented spike in the price of fuel, adverse fluctuations in foreign exchange and the onset of a severe global recession. Air Canada, as well as the airline industry as a whole, continued to operate under challenging circumstances. In Air Canada's case, these challenges included limited access to capital, deteriorating liquidity, revenue and yield, a significant pension fund deficit and the expiry of all of its collective agreements in the summer of 2009. In this context, the Board recruited Mr. Rovinescu to rejoin Air Canada as its President and Chief Executive Officer based on his leadership skills and broad experience in corporate strategy, finance and law.

The recruitment of top corporate executives, including the CEO, is very competitive. Mr. Rovinescu's compensation arrangements were structured so as to induce him to forego his then existing employment, as well as his interest in the investment bank that he was then a co-founder of and other business interests and opportunities, and to incentivize him to remain with the Corporation over a period of time. In completing Mr. Rovinescu's employment arrangements in 2009, the Board of Directors was advised by an independent third-party consulting firm as to the terms of his compensation and how these arrangements compared to other CEO compensation arrangements.

As per the terms of his employment agreement, as amended, Mr. Rovinescu's salary for the year ended December 31, 2011 was unchanged from 2010. Such amount includes his base salary, the last quarterly milestone payment under his original employment agreement, as well as the guaranteed portion of his Annual Incentive Plan payout. Mr. Rovinescu's cash compensation (salary and Annual Incentive Plan) was \$1,725,000 in 2011 as compared to \$3,000,000 in 2010 and his total compensation was \$3,999,027 in 2011 as compared to \$4,549,720 in 2010.

Mr. Rovinescu's employment agreement also provides that in the event the aggregate number of issued and outstanding Class A variable voting shares and Class B voting shares of the Corporation increases during his employment, Mr. Rovinescu's options will be increased so that they continue to represent 1% of the aggregate number of issued and outstanding shares or, in certain instances, that he will be provided with economically equivalent compensation as determined by the Board of Directors.

Annual target grants of stock options and/or performance share units to the President and Chief Executive Officer are described at pages 52 to 55 of this circular. At Mr. Rovinescu's request, 176,471 options granted to him pursuant to the terms of his employment agreement and 103,000 options granted to him as part of his 2011 annual option grant were cancelled.

Mr. Rovinescu's pension benefits, including his pension entitlements in the event he is terminated, are described at pages 71 to 73 of this circular. In addition, pursuant to Mr. Rovinescu's employment agreement, he was entitled to a one-time retention payment of \$5,000,000 (the "**Retention Amount**") on March 31, 2012, of which approximately one-third was contributed to an Employee Benefit Plan.

In April 2011, the Board also introduced a Long-Term Incentive Plan arrangement, subject to annual review by the Board, which rewards Mr. Rovinescu 25,000 performance share units if the Corporation maintains a 90-day moving average share price of \$4.00 and an additional 25,000 performance share units for each dollar increment in excess of \$4.00.

2011 Key Accomplishments

The Human Resources and Compensation Committee evaluated Mr. Rovinescu's performance for 2011 based on the achievement of the evolution and execution of Air Canada's strategy and key priorities and objectives, including the following key accomplishments for 2011:

- Achieved 8% growth with revenue generation initiatives representing an increase of \$826 million from the previous year and a record revenue performance for the Corporation;
- Achieved progress in mitigating fuel expense increase of \$723 million;
- Preserved liquidity levels above \$2 billion, representing more than 15% of trailing revenues;
- Surpassed Cost Transformation Program annualized target of \$530 million in cost savings on a run-rate basis;
- Achieved record second-highest load factor in history of 81.6% with disciplined capacity management;
- Continued execution of customer service commitment, with recognition as Best International Airline in North America in Skytrax World Airline Awards and similar awards from Business Traveler and Global Traveler magazines;
- Managed through several actual and threatened labour disruptions, including a three-day CAW strike with minimal passenger disruption through strong contingency planning processes;
- Achieved 90% of target EBITDAR despite the fuel and labour challenges;
- Invested in building international operations by expanding international routes and further developing main hub at Toronto Pearson International Airport; and
- Launched new service to Toronto's Billy Bishop Island Airport to meet customer demand for a downtown Toronto product.

Mr. Rovinescu's employment agreement provides that, in the event he is terminated without cause, he is entitled to receive a lump sum severance payment equal to two times his overall cash compensation (comprised of annual salary and 100% target bonus). In addition, if terminated without cause, Mr. Rovinescu is also entitled to the continuation of certain benefits and perquisites until the earlier of the end of 24 months or his re-employment with any other employer that provides equivalent benefits. Additionally, all unexercised options granted, as well as any of the performance share units granted, shall immediately vest upon such termination without cause and, in the case of the options, must be exercised by the earlier of three years from the termination date or the scheduled expiry of the options. The above payments and conditions are subject to Mr. Rovinescu's compliance with the non-competition provisions of his employment agreement which have a duration of 18 months.

The table below shows the estimated amount that would become payable to Mr. Rovinescu in the event of the termination of his employment by Air Canada without cause, as if it had occurred on the last business day of 2011:

Name	CALIN ROVINESCU – IF TERMINATED WITHOUT CAUSE			
	Cash Portion	Value of Exercisable/Vested Options and PSUs ⁽¹⁾	Other Benefits ⁽²⁾	Total ⁽³⁾
Calin Rovinescu	\$4,400,000	\$985,553	\$86,412	\$5,471,965

(1) Based on the December 31, 2011 closing price of Air Canada's Class B voting shares (\$0.99).

(2) This amount represents the estimated cost of the continuation of group health, other insurance benefits and perquisites during the severance period, as well as the December 31, 2011 termination value of his pension entitlements.

(3) This amount excludes the \$5,000,000 Retention Amount which was payable on March 31, 2012.

In the event Mr. Rovinescu voluntarily terminates his employment with Air Canada or is terminated by Air Canada with cause, Mr. Rovinescu will generally be entitled to any salary, expense reimbursement and other benefits that were earned by him prior to the termination date and that remain unpaid as of the termination date. Additionally, all unvested stock options will expire on his last day of active employment and any remaining vested options will remain exercisable for a period of thirty (30) days from the date of termination.

In the event of the termination of Mr. Rovinescu's employment as a result of death or disability, Mr. Rovinescu or his estate, as the case may be, will generally be entitled to any unpaid salary and pro-rata target bonus for that year that was earned prior to the termination date, as well as expense reimbursement and other benefits that were earned prior to the termination date and that remain unpaid as of such date. All unvested stock options will, upon death, expire on the last day of active employment, and any remaining vested options must be exercised at the earlier of 1 year from the date of death or the scheduled option expiry, and, upon disability, all unvested stock options shall immediately vest, and must be exercised at the earlier of 3 years after disability or the scheduled option expiry.

In the event that Mr. Rovinescu voluntarily terminates his employment with Air Canada or is terminated by Air Canada with cause, all unvested performance share units granted shall be forfeited and cancelled on Mr. Rovinescu's last day of active employment. All unvested performance share units granted will, upon the death of Mr. Rovinescu, expire on the last day of active employment. In the event of the termination of Mr. Rovinescu's employment as a result of disability or in the event that Mr. Rovinescu is terminated by Air Canada without cause, all unvested performance share units granted shall be immediately vested on such termination date and shall be paid as soon as practicable to Mr. Rovinescu.

Compensation of the Executive Vice-President and Chief Financial Officer

As per the terms of his employment agreement, the base salary of Mr. Michael Rousseau, as Executive Vice-President and Chief Financial Officer for the year ended December 31, 2011, was \$518,000. Any future salary progression will be based on personal performance in the position. As was detailed at page 51 of this circular, for the 2011 calendar year, Mr. Rousseau's target bonus under the Corporation's Annual Incentive Plan, based on the Corporation's achievement of EBITDAR against its business plan, was a range of 50%-70% of basic annual salary with a maximum bonus of 100%-140% of basic annual salary.

Annual target grants of stock options and/or performance share units to the Executive Vice-President and Chief Financial Officer are described at pages 52 to 55 of this circular.

Mr. Rousseau's pension benefits, including his pension entitlements in the event he is terminated without cause or if he terminates his employment for "good reason", are described at pages 71 to 73 of this circular. The employment agreement provides that Mr. Rousseau will be credited for an additional five years of pensionable service in 2012 upon his completion of five years of service with Air Canada. This additional pensionable service will still be credited should Mr. Rousseau be terminated by Air Canada without cause or should Mr. Rousseau terminate his employment for "good reason"¹.

Mr. Rousseau's employment agreement also provides that, in the event he is terminated without cause or if he terminates his employment for "good reason", he is entitled to receive a severance payment that is equal to two years of his then current annual base salary, as well as the continuation of certain benefits and perquisites until the earlier of the end of the severance period or his re-employment with any other employer. In such instance, the agreement also provides that Mr. Rousseau's stock options will immediately vest and will be exercisable within 30 days from the termination date, and all granted performance share units shall vest upon the end of each grant's 3 year vesting period, based on the Corporation's financial performance and such units shall be prorated based on his actual service in the 3 year vesting period. The above payments and conditions are subject to Mr. Rousseau's compliance during the severance period with the non-competition provisions of his employment agreement.

¹ As used in this section of the circular, the term "good reason" generally encompasses circumstances such as a diminution in position, authority or responsibility, the failure by Air Canada to comply with provisions of the employment agreement, discriminatory treatment by Air Canada or the failure by Air Canada to continue any compensation plan set forth in an employment agreement.

The table below shows the estimated amount that would become payable to Mr. Rousseau in the event of the termination of his employment by Air Canada without cause or if he terminates his employment for "good reason", as if it had occurred on the last business day of 2011:

Name	MICHAEL ROUSSEAU – IF TERMINATED WITHOUT CAUSE			
	Cash Portion ⁽¹⁾	Value of Exercisable/Vested Options and PSUs ⁽²⁾	Other Benefits ⁽³⁾	Total
Michael Rousseau	\$1,036,000	\$136,408	\$67,291	\$1,239, 699

(1) Based on Mr. Rousseau's salary of \$518,000 for the year ended December 31, 2011.

(2) Based on the December 31, 2011 closing price of Air Canada's Class B voting shares (\$0.99).

(3) This amount represents the estimated cost of the continuation of group health, other insurance benefits and perquisites during the severance period, as well as the December 31, 2011 termination value of the additional five years of pensionable service to be granted to him upon termination, based on 2011 year-end assumptions.

Compensation of the Executive Vice-President and Chief Operating Officer

As per the terms of his employment agreement, the base salary of Mr. Duncan Dee, as Executive Vice-President and Chief Operating Officer for the year ended December 31, 2011, was \$500,000. Any future salary progression will be based on personal performance in the position. As was detailed at page 51 of this circular, for the 2011 calendar year, Mr. Dee's target bonus under the Corporation's Annual Incentive Plan, based on the Corporation's achievement of EBITDAR against its business plan, was a range of 50%-70% of basic annual salary with a maximum bonus of 100%-140% of basic annual salary.

Annual target grants of stock options and/or performance share units to the Executive Vice-President and Chief Operating Officer are described at pages 52 to 55 of this circular. Mr. Dee's pension benefits, including his pension entitlements in the event he is terminated without cause or if he terminates his employment for "good reason", are described at pages 71 to 73 of this circular.

Mr. Dee's employment agreement provides that, in the event he is terminated without cause or if he terminates his employment for "good reason", he is entitled to receive (in one lump sum or as otherwise requested by him) a severance payment equal to: (i) 6 months of base salary if termination is within the first year of employment, (ii) 12 months of base salary if termination is within the first 2 years of employment, (iii) 18 months of base salary if termination is after the second year of employment and within the first 5 years of employment, or (iv) 24 months of base salary if termination is after five years of employment. In such instances, Mr. Dee is also entitled to receive any prorated incentive (bonus) award, if any, and profit sharing award, if any, based on the months of Mr. Dee's service in the year in which he was so terminated, as well as the continuation of certain benefits and perquisites until the earlier of the end of the severance period (subject to a minimum of 20 months if the severance period would otherwise be less) or his re-employment with any other employer that provides equivalent benefits. The above payments and conditions are subject to Mr. Dee's compliance during the severance period with the non-competition provisions of his employment agreement.

The table below shows the estimated amount that would become payable to Mr. Dee in the event of the termination of his employment by Air Canada without cause or if he terminates his employment for "good reason", as if it had occurred on the last business day of 2011:

Name	DUNCAN DEE – IF TERMINATED WITHOUT CAUSE			
	Cash Portion ⁽¹⁾	Value of Exercisable/Vested Options and PSUs ⁽²⁾	Other Benefits ⁽³⁾	Total
Duncan Dee	\$1,050,000	\$95,870	\$59, 507	\$1,205,377

(1) Based on Mr. Dee's salary of \$500,000 for the year ended December 31, 2011.

(2) Based on the December 31, 2011 closing price of Air Canada's Class B voting shares (\$0.99).

(3) This amount represents the estimated cost of the continuation of group health, other insurance benefits and perquisites during the severance period.

In the event Mr. Dee voluntarily terminates his employment with Air Canada or is terminated by Air Canada with cause, Mr. Dee will generally be entitled to salary, expense reimbursement and other benefits that were earned by him prior to the termination date and that remain unpaid as of the termination date. He will also be entitled to receive any prorated incentive (bonus) award, if any, and profit sharing award, if any, based on the months of Mr. Dee's service in the year in which he was so terminated, as well as the continuation of certain benefits and perquisites until the earlier of a twenty (20) month period or his re-employment with any other employer, after which time he shall receive retiree benefits. Additionally, all unvested stock options will expire on his last day of active employment, any remaining vested options will remain exercisable for a period of thirty (30) days from the date of termination, and all unvested performance share units will be forfeit (except for unvested stock options and performance share units that had been granted in 2007 which will vest and expire pursuant to the plan's rules for retirees).

In the event of the termination of Mr. Dee's employment as a result of death, Mr. Dee's estate will generally be entitled to any salary, expense reimbursement and other benefits that were earned by him prior to death and that remain unpaid as of such date. The estate will also be entitled to receive any prorated incentive (bonus) award, if any, and profit sharing award, if any, based on the months of Mr. Dee's service in the year in which death occurred. Additionally, all unvested stock options will, upon death, expire on the last day of active employment, and any remaining vested options must be exercised within 1 year from the date of death, and all unvested performance share units will be prorated at the end of the 3-year performance cycle based on the number of completed months of active service, and if vested, any payment will be paid to the estate.

Compensation of the Executive Vice-President and Chief Commercial Officer

As per the terms of his employment agreement, the base salary of Mr. Benjamin Smith, as Executive Vice-President and Chief Commercial Officer for the year ended December 31, 2011, was \$460,000. Any future salary progression will be based on personal performance in the position. As was detailed at page 51 of this circular, for the 2011 calendar year, Mr. Smith's target bonus under the Corporation's Annual Incentive Plan, based on the Corporation's achievement of EBITDAR against its business plan, was a range of 50%-70% of basic annual salary with a maximum bonus of 100%-140% of basic annual salary.

Annual target grants of stock options and/or performance share units to the Executive Vice-President and Chief Commercial Officer are described at pages 52 to 55 of this circular. Mr. Smith's pension benefits, including his pension entitlements in the event he is terminated without cause or if he terminates his employment for "good reason", are described at pages 71 to 73 of this circular.

Mr. Smith's employment agreement provides that, in the event he is terminated without cause or if he terminates his employment for "good reason", he is entitled to receive a severance payment that is equal to two years of his then current annual base salary, as well as the continuation of certain perquisites until the earlier of the end of the severance period or his re-employment with any other employer.

The table below shows the estimated amount that would become payable to Mr. Smith in the event of the termination of his employment by Air Canada without cause or if he terminates his employment for "good reason", as if it had occurred on the last business day of 2011:

Name	BENJAMIN SMITH – IF TERMINATED WITHOUT CAUSE			
	Cash Portion ⁽¹⁾	Value of Exercisable/Vested Options and PSUs ⁽²⁾	Other Benefits ⁽³⁾	Total
Benjamin Smith	\$920,000	\$107,962	\$49,400	\$1,077,362

(1) Based on Mr. Smith's salary of \$460,000 for the year ended December 31, 2011.

(2) Based on the December 31, 2011 closing price of Air Canada's Class B voting shares (\$0.99).

(3) This amount represents the estimated cost of the continuation of group health, other insurance benefits and perquisites during the severance period, as well as the December 31, 2011 termination value of the additional five years of pensionable service to be granted to him upon termination, based on 2011 year-end assumptions.

Compensation of the Senior Vice-President, Operations

In general, target bonuses, grants of stock options and/or performance share units will be accorded to Mr. David Legge, as Senior Vice-President, Operations, based on the Corporation's compensation policies (as they apply at the level of Senior Vice-President), as same were summarized in the preceding pages of this circular. Mr. Legge's pension benefits are described at pages 71 to 73 of this circular.

Share Ownership Requirements for Executive Officers

On November 3, 2010, the Board adopted share ownership guidelines according to which each Executive Vice-President is required to own a minimum of 50,000 shares of Air Canada. Such ownership of shares must be achieved by November 2, 2015. On March 29, 2012, the Board approved amendments to the share ownership guidelines for the President and Chief Executive Officer who is now required to own a minimum of securities of the Corporation representing an amount equivalent in value to one time the annual base salary of the President and Chief Executive Officer through shares and/or performance share units. The value of the securities is based on the sum of (a) the market value of the shares underlying the performance share units; and (b) the greater of: (i) the market value of the shares and (ii) the purchase price of the shares. Such ownership must be achieved within five years of the date of the President and Chief Executive Officer's appointment.

Name	Total Value of Securities or Number of Shares Owned	Value of Securities or Number of Shares Required to Meet Guidelines	Latest Date to Meet Share Ownership Requirements
Calin Rovinescu – President and Chief Executive Officer	\$1,945,735 ⁽¹⁾	1 times base salary	N/A
Michael Rousseau – Executive Vice-President and Chief Financial Officer	71,058 shares	50,000 shares	N/A
Duncan Dee – Executive Vice-President and Chief Operating Officer	5,500 shares	50,000 shares	November 2, 2015
Benjamin Smith – Executive Vice-President and Chief Commercial Officer	31,760 shares	50,000 shares	November 2, 2015

- (1) This amount represents the sum of (a) the market value of the shares underlying the performance share units (based on the April 23, 2012 Toronto Stock Exchange closing price of the Class B voting shares (\$0.84)); and (b) the greater of: (i) the market value of the shares as at April 23, 2012 described above, and (ii) the purchase price of the shares. Options and warrants are not taken into account for the purposes of Air Canada's share ownership requirements.

SUMMARY COMPENSATION TABLE

The following table provides a summary of the compensation earned for the years ended December 31, 2011, 2010 and 2009 by each of Calin Rovinescu, Air Canada's President and Chief Executive Officer, Michael Rousseau, Air Canada's Executive Vice-President and Chief Financial Officer and the three next most highly compensated persons currently serving as executive officers of Air Canada (collectively, the "Named Executive Officers") for services rendered in all capacities to Air Canada.

Name and principal position	Year	Salary (\$)	Share-based awards (\$) ⁽¹⁾	Option-based awards (\$) ⁽²⁾	<u>Non-equity incentive plan compensation</u> Annual incentive plans (\$)	Pension value (\$)	All other compensation (\$) ⁽³⁾	Total compensation (\$)
Calin Rovinescu	2011	1,400,000 ⁽⁴⁾	1,210,143	743,384	325,000 ⁽⁵⁾	320,500	Nil	3,999,027
President and Chief Executive Officer	2010	1,400,000 ⁽⁶⁾	1,392,195 ⁽⁷⁾	Nil	1,601,125 ⁽⁸⁾	156,400	Nil	4,549,720
	2009 ⁽⁹⁾	1,053,066 ⁽¹⁰⁾	Nil	633,410 ⁽¹¹⁾	800,825 ⁽¹²⁾	91,000	Nil	2,578,301
Michael Rousseau	2011	518,000	406,575	274,341	300,000 ⁽¹³⁾	182,200	Nil	1,681,116
Executive Vice-President and Chief Financial Officer	2010	518,000	28,487	Nil	519,125 ⁽¹⁴⁾	156,400	Nil	1,222,012
	2009	518,000	Nil	209,244	648,625 ⁽¹⁵⁾	131,000	Nil	1,506,869
Duncan Dee	2011	500,000	364,829	242,734	450,000 ⁽¹⁶⁾	65,400	Nil	1,622,963
Executive Vice-President and Chief Operating Officer	2010	500,000	27,497	Nil	501,125 ⁽¹⁷⁾	77,700	Nil	1,106,322
	2009 ⁽¹⁸⁾	376,917	Nil	189,089	250,825 ⁽¹⁹⁾	40,000	Nil	856,831
Benjamin Smith	2011	451,250	335,661	223,315	250,000 ⁽²⁰⁾	111,600	Nil	1,371,826
Executive Vice-President and Chief Commercial Officer	2010	425,000	23,373	Nil	426,125 ⁽²¹⁾	76,000	Nil	950,498
	2009	408,333	Nil	156,933	348,625 ⁽²²⁾	151,000	Nil	1,064,891
David Legge	2011	405,000	148,122	107,319	92,000 ⁽²³⁾	401,300	Nil	1,153,741
Senior Vice-President, Operations	2010	346,879	17,874	Nil	325,125 ⁽²⁴⁾	288,600	Nil	978,478
	2009	301,629	Nil	78,467	71,125 ⁽²⁵⁾	326,400	Nil	777,621

- (1) The grant date fair value of the annual grant of Performance Share Units (PSUs) awarded in 2011 under the Corporation's Long-Term Incentive Program (LTIP), as reported in this table, reflects a payout factor of 55% for the PSUs based on performance and 100% for the PSUs based on time. The payout factor used is consistent with empirical testing of performance plan payouts, including the performance payout factor analysis provided to the Corporation by Towers Watson which was based on the compilation of actual payouts for similar plans in the market. The payout factor was applied to the value of the award which was calculated using a share price at the time of the grant of \$2.34. The share price at the time of the grant is equal to the volume weighted average of the trading price per Class B voting share of Air Canada for the five consecutive trading days ending on the trading day prior to the date of the grant. The grant date fair value of the performance share units was \$1,210,143 for Mr. Rovinescu, \$406,575 for Mr. Rousseau, \$364,829 for Mr. Dee, \$335,661 for Mr. Smith and \$148,122 for Mr. Legge. These performance share units have a term of three years and those which are performance based may vest upon the Corporation achieving its cumulative EBITDAR target over such three-year period. See "Air Canada Performance Share Units" on page 70 of this circular for more details.

The accounting fair value of these Performance Share Units was \$1,462,002 for Mr. Rovinescu, \$488,538 for Mr. Rousseau, \$428,549 for Mr. Dee, \$394,241 for Mr. Smith and \$173,948 for Mr. Legge. The difference between the accounting fair value and the grant date fair value of the PSUs as presented in this column is \$251,859 for Mr. Rovinescu, \$81,963 for Mr. Rousseau, \$63,720 for Mr. Dee, \$58,580 for Mr. Smith and \$25,826 for Mr. Legge. The difference between the accounting fair value and the grant date fair value of the performance share units as presented in this column is due to a forfeiture rate of 85.74% applied for accounting purposes versus the payout factor of 55% and 100% applied for purposes of determining the grant date fair value.

- (2) The grant date fair value for options awarded in 2011 by the Corporation as reported in this table was calculated using the binomial lattice model, being the model used by the Corporation in the review of its compensation practices with respect to target grants of incentive awards under the Long-Term Incentive Plan (refer to the heading "Long-Term Incentives – Stock Options and Performance Share Units" at page 52 of this circular for more detail).

The grant date fair value for the options granted in 2011, using the binomial lattice model, was based on the following factor, key assumptions and plan provisions:

- i. Binomial factor: 44.1414%
- ii. Volatility: 74.686%
- iii. Dividend yield: 0%
- iv. Expected life: 5.125 years
- v. Term: 7 years
- vi. Vesting: 50% time based (25% per year); 50% performance-based (after 4 years)

The accounting fair value of these options was: \$925,946 for Mr. Rovinescu, \$341,713 for Mr. Rousseau, \$302,344 for Mr. Dee, \$278,157 for Mr. Smith and \$133,675 for Mr. Legge. The difference between the accounting fair value and the grant date fair value of the options as presented in this column is: \$182,562 for Mr. Rovinescu, \$67,372 for Mr. Rousseau, \$59,610 for Mr. Dee, \$54,842 for Mr. Smith and \$26,356 for Mr. Legge. The difference between the accounting fair value and the grant date fair value of the options as presented in this column is due to the choice of models used (Black-Scholes model for accounting purposes versus the binomial lattice model) and the use of different factors and assumptions.

- (3) In 2011, perquisites and other personal benefits did not equal \$50,000 or more and did not equal 10% or more of the amount of total salary for the Named Executive Officers.

Calin Rovinescu

- (4) As described under the heading "Remuneration of Directors" at page 24 of this circular, Mr. Rovinescu did not receive any compensation for serving as a director of Air Canada in 2011.
- (5) Amounts paid pursuant to the terms of the Annual Incentive Plan.
- (6) As described under the heading "Remuneration of Directors" at page 24 of this circular, Mr. Rovinescu did not receive any compensation for serving as a director of Air Canada in 2010.
- (7) Mr. Rovinescu was granted 1,037,077 performance share units on February 9, 2010, as economically equivalent compensation, pursuant to the terms of his employment agreement. Such award of performance share units had a grant date fair value of \$1,348,200. The grant date fair value of the award was calculated using a share price at the time of the grant of \$1.30. The share price at the time of the grant is equal to the volume weighted average of the trading price per Class B voting share of Air Canada for the five consecutive trading days ending on the trading day prior to the date of the grant. The accounting fair value of these performance share units was the same as the grant date fair value. 33.33% of the 1,037,077 performance share units vested on February 9, 2011, and an additional 33.33% shall vest on each of February 9, 2012 and February 9, 2013.
- (8) For the year ended December 31, 2010, (i) \$1,600,000 was paid to Mr. Rovinescu pursuant to the terms of the Annual Incentive Plan, and (ii) \$1,125 was paid to Mr. Rovinescu pursuant to the terms of the Sharing our Success Plan.
- (9) Mr. Rovinescu was appointed President and Chief Executive Officer of Air Canada on April 1, 2009.
- (10) Mr. Rovinescu did not receive any compensation for serving as a director of Air Canada in 2009.
- (11) Mr. Rovinescu was granted 1,000,000 stock options in 2009 in connection with his recruitment and commencement of employment pursuant to the terms of his employment agreement which vest over four years.
- (12) For the year ended December 31, 2009, (i) \$800,000 was paid to Mr. Rovinescu pursuant to the terms of the Annual Incentive Plan, and (ii) \$825 was paid to Mr. Rovinescu pursuant to the terms of the Sharing our Success Plan.

Michael Rousseau

- (13) Amounts paid pursuant to the terms of the Annual Incentive Plan.
- (14) For the year ended December 31, 2010, (i) \$518,000 was paid to Mr. Rousseau pursuant to the terms of the Annual Incentive Plan, and (ii) \$1,125 was paid to Mr. Rousseau pursuant to the terms of the Sharing our Success Plan.

- (15) For the year ended December 31, 2009, (i) \$259,000 was paid to Mr. Rousseau pursuant to the terms of the Annual Incentive Plan (ii) \$259,000 was paid to Mr. Rousseau on September 30, 2009 pursuant to his retention arrangement with the Corporation, (iii) \$129,500 (equal to 25% of his base salary at the time of payment) was paid to Mr. Rousseau on February 12, 2009 in respect of the 2008 financial year as, pursuant to the terms of his employment agreement, his bonus in respect of the Corporation's 2008 and 2009 financial years is subject to a minimum of 25% of basic annual salary, and (iv) \$1,125 was paid to Mr. Rousseau pursuant to the terms of the Sharing our Success Plan.

Duncan Dee

- (16) Amounts paid pursuant to the terms of the Annual Incentive Plan.
- (17) For the year ended December 31, 2010, (i) \$500,000 was paid to Mr. Dee pursuant to the terms of the Annual Incentive Plan, and (ii) \$1,125 was paid to Mr. Dee pursuant to the terms of the Sharing our Success Plan.
- (18) Mr. Dee rejoined Air Canada as Executive Vice-President and Chief Operating Officer on April 1, 2009.
- (19) For the year ended December 31, 2009, (i) \$250,000 was paid to Mr. Dee pursuant to the terms of the Annual Incentive Plan, and (ii) \$825 was paid to Mr. Dee pursuant to the terms of the Sharing our Success Plan.

Benjamin Smith

- (20) Amounts paid pursuant to the terms of the Annual Incentive Plan.
- (21) For the year ended December 31, 2010, (i) \$425,000 was paid to Mr. Smith pursuant to the terms of the Annual Incentive Plan, and (ii) \$1,125 was paid to Mr. Smith pursuant to the terms of the Sharing our Success Plan.
- (22) For the year ended December 31, 2009, (i) \$212,500 was paid to Mr. Smith pursuant to the terms of the Annual Incentive Plan, (ii) a discretionary bonus of \$135,000 was paid on February 28, 2009 to Mr. Smith in recognition of his significant contributions to the Corporation and Air Canada Vacations in 2007 and 2008, and (iii) \$1,125 was paid to Mr. Smith pursuant to the terms of the Sharing our Success Plan.

David Legge

- (23) Amounts paid pursuant to the terms of the Annual Incentive Plan.
- (24) For the year ended December 31, 2010, (i) \$324,000 was paid to Mr. Legge pursuant to the terms of the Annual Incentive Plan, and (ii) \$1,125 was paid to Mr. Legge pursuant to the terms of the Sharing our Success Plan.
- (25) For the year ended December 31, 2009, (i) \$70,000 was paid to Mr. Legge pursuant to the terms of the Annual Incentive Plan, and (ii) \$1,125 was paid to Mr. Legge pursuant to the terms of the Sharing our Success Plan.

Long-Term Incentive Plan Awards

The following table details all unexercised options held by the Named Executive Officers as at December 31, 2011. By virtue of these options and subject to the applicable vesting restrictions under the Air Canada Long-Term Incentive Plan, the Named Executive Officers have the right to acquire Class B voting shares.

AIR CANADA STOCK OPTIONS

Name	Option-based awards			
	Number of securities underlying unexercised options (#)	Option exercise price (\$)	Option expiration date	Value of unexercised in-the-money options (\$) ⁽¹⁾
Calin Rovinescu	1,000,000	0.97	May 7, 2016	20,000
	719,700	2.34	April 8, 2018	Nil
Michael Rousseau	165,000	14.90	Oct 10, 2014	Nil
	200,000	1.59	Jul 31, 2016	Nil
	265,600	2.34	April 8, 2018	Nil
Duncan Dee	55,000	11.08	Aug 17, 2014	Nil
	175,000	1.59	July 31, 2016	Nil
	235,000	2.34	April 8, 2018	Nil
Benjamin Smith	17,357	21.00	Nov 24, 2013	Nil
	55,000	15.85	May 10, 2014	Nil
	150,000	1.59	Jul 31, 2016	Nil
	216,200	2.34	April 8, 2018	Nil
David Legge	16,072	21.00	Nov 24, 2013	Nil
	75,000	1.59	Jul 31, 2016	Nil
	103,900	2.34	April 8, 2018	Nil

(1) Based on the closing price of the Class B voting shares (\$0.99) on December 31, 2011.

Stock Option Forfeitures

The table below details the number of options with a performance cycle of January 1, 2008 to December 31, 2011 that were forfeited effective December 31, 2011 as Air Canada did not achieve the minimum performance threshold for vesting.

Name	Option-based awards	
	Number of options lapsed	Performance Cycle
Calin Rovinescu	Nil	Nil
Michael Rousseau	82,500	Jan 1, 2008 to Dec 31, 2011
Duncan Dee	Nil	Nil
Benjamin Smith	Nil	Nil
David Legge	Nil	Nil

AIR CANADA PERFORMANCE SHARE UNITS

The table below details the number and market value of unvested performance share units held by the Named Executive Officers as at December 31, 2011.

Name	Share-based awards			
	Number of shares or units of shares that have not vested (#)	Performance Cycle	Market or payout value of share-based awards that have not vested (\$) ⁽¹⁾	Market or payout value of vested share-based awards not paid out or distributed (\$)
Calin Rovinescu	691,385 ⁽²⁾	Feb 9, 2010 to Feb 9, 2013	684,471	Nil
	61,532	Jan 1, 2010 to Dec 31, 2012	60,917	
	470,100	Jan 1, 2011 to Dec 31, 2013	465,399	
	258,600	April 8, 2011 to April 8, 2014	256,014	
Michael Rousseau	39,842	Jan 1, 2010 to Dec 31, 2012	39,444	Nil
	155,000	Jan 1, 2011 to Dec 31, 2013	153,450	
	88,500	April 8, 2011 to April 8, 2014	87,615	
Duncan Dee	38,458	Jan 1, 2010 to Dec 31, 2012	38,073	Nil
	128,200	Jan 1, 2011 to Dec 31, 2013	126,918	
	85,400	April 8, 2011 to April 8, 2014	84,546	
Benjamin Smith	32,689	Jan 1, 2010 to Dec 31, 2012	32,362	Nil
	117,900	Jan 1, 2011 to Dec 31, 2013	116,721	
	78,600	April 8, 2011 to April 8, 2014	77,814	
David Legge	24,998	Jan 1, 2010 to Dec 31, 2012	24,748	Nil
	52,000	Jan 1, 2011 to Dec 31, 2013	51,480	
	34,700	April 8, 2011 to April 8, 2014	34,353	

(1) Based on the closing price of Class B voting shares (\$0.99) on December 31, 2011.

(2) Such shares represent the remaining underlying shares of the 1,037,077 performance share units granted pursuant to the anti-dilution clause of Mr. Rovinescu's employment agreement, as further detailed under the heading "Compensation of the Named Executive Officers– Compensation of the President and Chief Executive Officer".

Performance Share Unit Redemptions

413,177 performance share units of the Named Executive Officers vested in 2011. Performance share units granted in 2008 were designed to vest based on the achievement of the Corporation's 3-year earning-per-share average. While the Corporation achieved the financial target for the first two years only, the Board of Directors approved waiving the performance criteria for the third year for employees who were active as of February 8, 2012.

Incentive plan awards – value vested or earned during the year

As concerns option-based awards, the table below provides information on the value that would have been realized if the Named Executive Officer exercised the awards that vested during the year ended December 31, 2011 on the vesting date of such awards. As concerns non-equity plan compensation, the table below summarizes the aggregate amount of such compensation received by each Named Executive Officer during the year ended December 31, 2011. For details with respect to the amounts set out in the "Non-equity incentive plan compensation" column below, please refer to the corresponding column of the "Summary Compensation Table" at page 66 of this circular.

Option-based awards						Non-equity incentive plan compensation
Name	Options Vested	Exercise Price (\$)	Vesting Date	Market (closing) Price of Shares on the Date of Vesting (\$)	Value Vested during the Year ⁽¹⁾ (\$)	Value Earned during the Year ⁽²⁾ (\$)
Calin Rovinescu	250,000	0.97	May 7, 2011	2.37	350,000	325,000
Michael Rousseau	25,000 20,625	1.59 14.90	July 31, 2011 October 10, 2011	2.07 1.38	12,000 Nil	300,000
Duncan Dee	21,875 13,750	1.59 11.08	July 31, 2011 August 17, 2011	2.07 1.93	10,500 Nil	450,000
Benjamin Smith	13,750 18,750	15.85 1.59	May 10, 2011 July 31, 2011	2.43 2.07	Nil 9,000	250,000
David Legge	9,375	1.59	July 31, 2011	2.07	4,500	92,000

- (1) Calculated as the difference between the market (closing) price of the shares on the date of vesting and the exercise price payable in order to exercise the options.
- (2) Represents amounts paid pursuant to the Annual Incentive Plan in 2011, and correspond to the amounts disclosed in the Summary Compensation Table on page 66 of this circular under the heading "Annual Incentive Plans".

Performance Share Units – value vested or earned during the year

The performance share units of the Named Executive Officers that vested in 2011 are disclosed in the table below.

Share-based awards				
Name	Performance Share Units Vested	Vesting Date	Fair Market Value of Shares on the Date of Vesting (\$)	Value vested during the Year ⁽¹⁾ (\$)
Calin Rovinescu	345,692	February 9, 2011	3.19	1,103,619
Michael Rousseau	30,058	December 31, 2011	1.00	30,058
Duncan Dee	Nil	-	-	-
Benjamin Smith	21,760	December 31, 2011	1.00	21,760
David Legge	15,667	December 31, 2011	1.00	15,667

- (1) The vesting of Mr. Rovinescu's performance share units was in the form of 175,000 shares and the balance in cash; the vesting of the other NEOs performance share units was in shares.

Retirement Plan Benefits

Air Canada provides its Named Executive Officers with a non-contributory, final average earnings defined benefit registered pension plan (the "**Pension Plan**") and a SERP integrated with the Canada / Québec pension plans. The defined benefit SERP is a partially funded supplemental arrangement that provides retirement income beyond the limitations of the Pension Plan.

Benefits under the Pension Plan and SERP are calculated by multiplying (i) 2% of the final average annual salary (excluding bonuses, honoraria and special allowances) during the executive's highest paid 36 successive months of company service and less an amount equal to 0.25% times the Canada / Quebec pension plan's average annual

yearly maximum pensionable earnings during the same 36-month period used to determine the executive's average annual salary by (ii) the executive's years of service (maximum 35 years).

Unless specified otherwise, Named Executive Officers are eligible to retire at the earliest of: (i) 25 years of service, (ii) when their age plus years of service equals the sum of 80 or (iii) at age 65. If a Named Executive Officer is eligible to retire based on the foregoing criteria, his or her retirement benefits will not be reduced if he or she retires at or after age 55. Under the terms of federal pension legislation, should any member leave employment at least 10 years prior to the date they become eligible for an unreduced pension, he or she is entitled to elect a lump sum payment from the Pension Plan in lieu of an immediate or deferred pension. Such eligibility is determined without regard to additional years of pensionable service which are credited in the SERP. In accordance with the terms of the SERP, the payment option that an executive elects in the Pension Plan is also applicable to the SERP.

The following table provides information on the pension benefits of each Named Executive Officer calculated as of December 31, 2011.

PENSION BENEFITS

Name	Number of years of credited service (#) ⁽¹⁾	Annual benefits payable (\$)		Accrued obligation at start of year (\$) ⁽⁴⁾	Compensatory Change (\$) ⁽⁵⁾	Non-Compensatory Change (\$) ⁽⁶⁾	Accrued obligation at year end (\$) ⁽⁷⁾
		At year end ⁽²⁾	At age 65 ⁽³⁾				
Calin Rovinescu (2 separate periods of employment combined) ⁽⁸⁾	19.6400	216,800	370,100	3,073,600	320,500	259,300	3,653,400
Michael Rousseau	4.2500	43,500	209,100	623,700	182,200	116,000	921,900
Benjamin Smith	11.0833	93,600	295,600	783,100	111,600	129,600	1,024,300
Duncan Dee	2.8333	27,200	251,700	153,000	65,400	19,600	238,000
David Legge ⁽⁹⁾	35.0000	238,300	243,700	2,822,200	401,300	228,600	3,452,100

- (1) This column reflects the number of years of credited service for each Named Executive Officer as of the year ended December 31, 2011, including, as the case may be, any additional pensionable service credited pursuant to the Named Executive Officer's individual employment agreement. In respect of Mr. Rovinescu, this column includes years of credited pensionable service in respect of his previous period of employment with the Corporation. In respect of his current period of employment, Mr. Rovinescu had 2.75 years of credited pensionable service as of December 31, 2011.

If the relevant conditions set out in their respective individual employment agreements are satisfied, two of the above Named Executive Officers will be credited for additional years of pensionable service under the SERP beyond the credited service they would have otherwise normally accumulated, namely:

- A. Mr. Rousseau will be credited for an additional 5 years of pensionable service in 2012 upon his completion of 5 years of service with Air Canada. Mr. Rousseau's employment agreement also provides that should he be terminated without cause or should he terminate his employment for "good reason", this additional pensionable service will still be credited.
- B. Mr. Smith will be credited for an additional 3 years of pensionable service on March 1, 2012 upon his completion of 10 years of service.
- (2) Annual unreduced pension benefits are based on the average annual salary during the Named Executive Officer's highest paid 36 successive months of company service and the credited service as of December 31, 2011. The payment of such unreduced pension benefit cannot commence earlier than the Named Executive Officer's unreduced early retirement date.
- (3) Projected annual pension benefits that would be payable to the Named Executive Officer as of age 65, based on his average annual salary during his highest paid 36 successive months of company service as of December 31, 2011 and his credited service being projected to age 65 (subject to a maximum of 35 years).
- (4) The accrued obligation at the beginning of the year represents the value of pension benefits for company service rendered prior to that date, using the same assumptions that were used for 2010 year-end financial statement reporting purposes. These assumptions include future earnings projections at the rate of 2.5% per annum until retirement, as well as assumptions regarding retirement, termination and death. Benefits are valued using a discount rate of 5.5%, which reflects corporate AA bond yields at the beginning of the year as

was adopted for 2010 year-end disclosure. The service prorata method was applied, meaning that the benefit obligation, including the liability pursuant to additional credited service under individual employment agreements entered into prior to 2011, is spread equally over the Named Executive Officer's projected career with Air Canada, regardless of when the credited service is granted, except such projected career is limited to 35 years of pensionable service.

- (5) The compensatory change represents the value of pension benefits accrued in the most recently completed financial year due to the accumulation of company service and changes in salary or the terms of the plan. It includes service costs, differences between actual and estimated earnings and any plan changes that have retroactive impact. The amounts disclosed with respect to changes in salary reflect 2011 year-end assumptions.
- (6) The non-compensatory change in the accrued obligation for the Corporation's most recently completed financial year includes all items that are not compensatory, such as changes in assumptions and interest on the accrued obligation at the start of the year.
- (7) The accrued obligation at the end of the Corporation's most recently completed financial year represents the value of pension benefits for company service rendered prior to December 31, 2011 and is based on 2011 year-end assumptions. The 2011 year-end assumptions are the same as for 2010, except a discount rate of 5.2% was used, which reflects corporate AA bond yields at the end of the year. Future earnings projections are applied to 2011 earnings.
- (8) Mr. Rovinescu was entitled to an annual benefit payable of \$168,600 in relation to his previous period of employment with the Corporation. Effective November 1, 2009, all pension payments in relation to his previous employment with Air Canada were voluntarily suspended. Benefits related to his previous employments will continue to accrue and will become payable to Mr. Rovinescu upon his departure / retirement from Air Canada, together with the pension that will accrue from his current period of employment.
- (9) Mr. Legge had accumulated 30.67 years of service in the pilots pension arrangements prior to his transfer to executive pension arrangements on March 1, 2006. For each year of service Mr. Legge renders as an executive, five years of his pilots service are recognized in the executive pension arrangements. At December 31, 2011, 1.5 years of service remain recognized under the pilots arrangements and are subject to a maximum unreduced annual pension of \$3,342 per year of service payable at age 60. All of Mr. Legge's service will be recognized in the executive arrangements effective April 2012.

TERMINATION AND CHANGE OF CONTROL BENEFITS

The obligations of the Corporation vis-à-vis its Named Executive Officers in the event of termination were described above under the heading "Compensation of the Named Executive Officers" at page 60 and following of this circular.

Air Canada is currently a party to change of control agreements with each of Messrs. Rovinescu, Rousseau, Dee and Smith. Under these agreements, a "Change of Control" is generally defined as follows:

(i) any event or series of related events as a result of or following which any person or two or more persons acting jointly or in concert, beneficially owns or exercises control or direction, directly or indirectly, over thirty-five (35%) percent or more of all issued and outstanding voting securities carrying thirty-five (35%) percent or more of the votes attached to all voting securities then outstanding; (ii) any event as a result of or following which any person or two or more persons acting jointly or in concert, beneficially owns or exercises control or direction over voting securities carrying twenty-five (25%) percent or more of the votes attached to all voting securities then outstanding followed by a change in the composition of the Board such that, at any time within two years following thereafter, individuals who were members of the Board immediately prior to such event cease to constitute a majority of the Board; (iii) a change in the composition of the Board, which occurs at a single meeting of the shareholders or upon the execution of a shareholders' resolution, such that individuals who are members of the Board immediately prior to such meeting or resolution cease to constitute a majority of the Board without the Board, as constituted immediately prior to such meeting or resolution, approving of such change; or (iv) any event or series of related events as a result of or following which the beneficial ownership or control or direction over the assets of Air Canada has decreased by an amount of not less than forty (40%) percent of the assets of Air Canada (on a consolidated basis), as shown on a consolidated balance sheet for Air Canada at the end of the last completed quarter (prior to the event or the first of the series of related events) of the then current financial year or as at the end of the last completed financial year if the event or the first of the series of related events occurs during the first quarter of a financial year.

Notwithstanding the foregoing, the term "Change of Control" as defined in the agreement expressly excludes:

(i) any event in which all the holders of the outstanding equity securities and voting securities with identical attributes in the same relative amounts in a company which acquires all of the equity securities and voting securities and the composition of the board of directors of such company is identical to the composition of the board of directors of Air Canada at the time of such event and further provided that the executive holds the same position with the same title and responsibilities at such company; or (ii) any event forming part of the Plan of Arrangement of ACE Aviation Holdings Inc. as described in its press release dated December 10, 2008 and the material change report dated December 19, 2008 (Form 51-102F3) as filed with the Ontario Securities Commission.

In order for the benefits under the change of control agreements to become payable to Messrs. Rovinescu, Rousseau, Dee or Smith, following the occurrence of a Change of Control (as summarized above), there must, within the subsequent 24 month period, be an involuntary termination (as defined in the agreements) of the respective executive's employment. In the event an involuntary termination of the respective executive's employment occurs within the subsequent 24 month period, the specified amounts would become payable under the agreement to such executive.

In the case of Mr. Rovinescu, the agreement provides that Mr. Rovinescu would become entitled to the payments and benefits to which he is entitled under the terms of his employment agreement in the event of a termination without cause (such payments and benefits having been summarized at pages 61 and 62 of this circular). In the case of Messrs. Rousseau, Dee and Smith, the agreements provide for payment of two years of base salary and two years of their respective average bonuses for the last two completed years. Additionally, the agreements generally provide for the continuation of insurance benefits, the continuation of pensionable service, the acceleration of established retirement arrangements and the immediate vesting of all stock options and performance share units.

Air Canada and Mr. Rovinescu entered into an additional agreement whereby following a "Hostile Change of Control", Mr. Rovinescu has the right at any time within 2 years thereafter, to require the Board of Directors to terminate his employment and any such termination shall be considered to be (and have the same effect as) a termination without cause under the terms of his employment agreement (the payments and benefits to which he would then be entitled having been summarized at pages 61 and 62 of this circular). Under this agreement, a "Hostile Change of Control" is defined as follows:

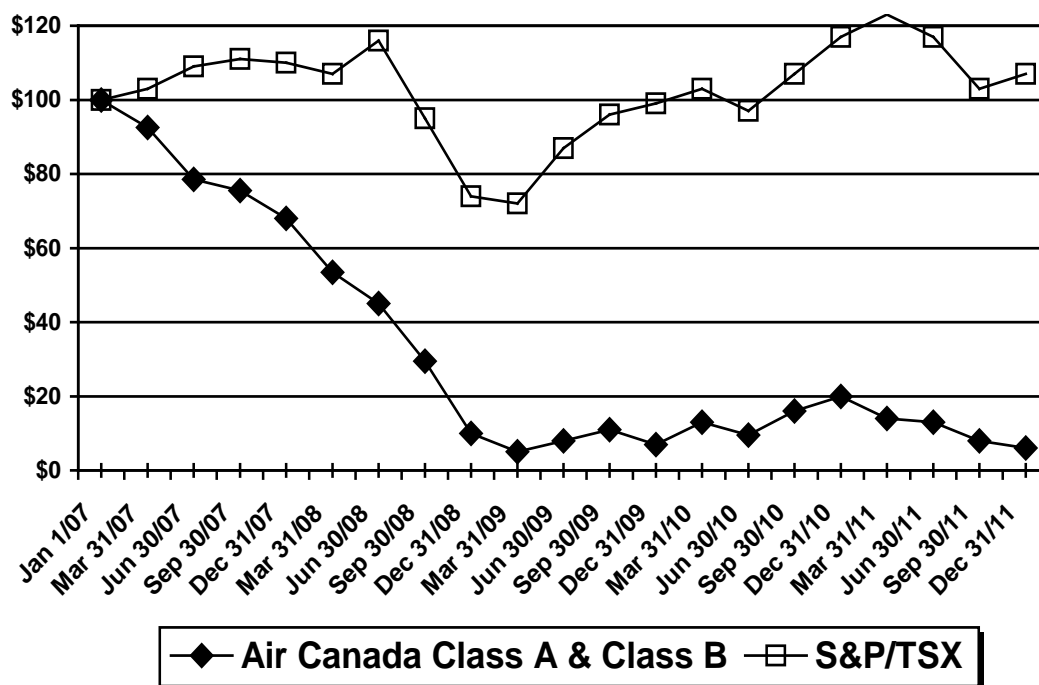
a "Change of Control" (as was defined above) that results from the take-up of securities under a "take-over bid" (as such term is defined in Québec *Regulation 62-104 respecting take-over bids and issuer bids* ("62-104")) that is not exempt from the formal bid requirements set out in Part 2 of 62-104 including any acquisition of securities under a statutory right of compulsory acquisition or any second step business combination within the meaning of Québec *Regulation 61-101 respecting protection of minority security holders in special transactions*, in each case within 120 days following the completion of such take-over bid, and such take-over bid: (i) was not solicited, initiated, approved or recommended by the Board of Directors of Air Canada (a "Hostile Bid"), (ii) was solicited, initiated, approved or recommended by the Board of Directors of Air Canada in response to or as an alternative to a Hostile Bid, or (iii) was initially a Hostile Bid but was ultimately approved or recommended by the Board of Directors of Air Canada based on one or more modifications or variations to the take-over bid whether at the request or suggestion of the Board of Directors of Air Canada or otherwise.

PERFORMANCE GRAPH

Five Year Total Shareholder Return Comparison

The following performance graph compares the total cumulative return of a \$100 investment in the Class A variable voting shares and Class B voting shares of the Corporation made on January 1, 2007 with the cumulative return on the S&P/TSX Composite Index for the period beginning on January 1, 2007 and ended December 31, 2011. The Class A variable voting shares and the Class B voting shares started trading on the TSX on November 24, 2006.

**Air Canada Class A & Class B Shares
Versus S&P/TSX Composite Index
January 1, 2007 to December 31, 2011**



Historically, airlines have experienced volatility in their share prices due to the significant challenges faced by the industry in general, including in recent years. Since November 2006, Air Canada's performance and the price of its shares has been impacted by many factors, including an unprecedented spike in the price of fuel, adverse fluctuations in foreign exchange, the impact of a large pension deficit resulting from low interest rates and the effects of a severe global recession, which affected the entire airline industry worldwide. In addition, over the last year Air Canada has experienced several incidences of industrial action from unionized labour.

The remuneration of the NEOs is reflective of their respective scope of responsibilities and experience, as well as the remuneration practices of Air Canada's comparator group.

For all of the NEOs, the exercise prices of the stock options granted to them previously are significantly higher than the current market price of the underlying shares. Air Canada's option-based awards have not, in recent years, generated financial value for the NEOs due to fluctuations in the share price of Air Canada, which has been affected by the volatility of the airline industry in general. In addition, stock options granted to Messrs. Dee, Smith and Legge in 2006 and to Mr. Rousseau in 2007 and performance share units granted to Messrs. Rousseau and Legge in

2007 have been forfeited (as the Corporation did not achieve its 3-year earnings per share target). Bonuses received by all of the NEOs during this time period are in-line with the remuneration practices of Air Canada's comparator group.

Despite the challenges of 2011, the Corporation progressed in advancing its stated priorities during the year. A company-wide focus on revenue generation initiatives resulted in 8% growth or an increase of \$826 million from the previous year and a record revenue performance for the airline, which helped mitigate a fuel expense increase of \$723 million. The Cost Transformation Program surpassed its target in annualized revenue gains and cost savings of \$530 million, on a run-rate basis, by the end of the third quarter. On-going disciplined capacity management resulted in the second-highest annual load factor in the Corporation's history of 81.6%. Air Canada's focus on growing international connecting traffic via its Canadian hubs is yielding positive results, particularly at Toronto Pearson where it has increased by 110% since 2009. Fuel expenses rose by \$723 million or 27% from 2010 and among the achievements for the year was the Corporation's success in mitigating its effects.

Cost of Management Ratio

The following table shows the total aggregate compensation awarded to the Named Executive Officers for the last three years, expressed as a percentage of EBITDAR. The total aggregate compensation is the sum of the annual total compensation values reported in the Summary Compensation Table for the 2009, 2010 and 2011 years.

	2009	2010	2011
Total aggregate NEO compensation (\$ millions) ⁽¹⁾⁽²⁾	7.79	8.05	8.82
EBITDAR (\$ millions)	679	1,386	1,242
As a percentage of EBITDAR	1.15%	0.58%	0.71%

- (1) Named Executive Officers by year include:
2011 – Calin Rovinescu, Michael Rousseau, Duncan Dee, Benjamin Smith and David Legge.
2010 – Calin Rovinescu, Michael Rousseau, Duncan Dee, Benjamin Smith and David Legge.
2009 – Calin Rovinescu, Michael Rousseau, Benjamin Smith, Duncan Dee, David Shapiro and Montie Brewer.
- (2) Total amount of compensation excludes pension value paid to the Named Executive Officers.

OTHER IMPORTANT INFORMATION

Directors' and Officers' Liability Insurance

Air Canada maintains directors' and officers' liability insurance for the benefit of the directors and officers of Air Canada and its subsidiaries. The coverage limit of such insurance is US\$250,000,000 per claim and US\$250,000,000 in the annual aggregate. The current policy is effective from October 1, 2011 to October 1, 2012 and protects the directors and officers from allegations of alleged "wrongful acts" in the conduct of their activities as directors and officers. The aggregate premium for this period of insurance is US\$1,480,373.

The directors are indemnified by Air Canada from and against any losses or damages they may suffer in their capacity as directors, to the fullest extent permitted by, but subject to the limitations of, applicable law.

Indebtedness of directors and officers

As at April 23, 2012, none of the directors or executive officers of Air Canada nor any associate of such director or executive officer are indebted to Air Canada or any of its subsidiaries. Additionally, Air Canada has not provided any guarantee, support agreement, letter of credit or similar arrangement or undertaking in respect of any indebtedness of any such person to any other person or entity.

Interest of Informed Persons in Material Transactions

Other than as set out below or described elsewhere in this circular, to the best of the Corporation's knowledge, no director, senior officer or other insider, as applicable, of the Corporation, nor any associate or affiliate of the foregoing persons has or has had any material interest, direct or indirect, in any transaction since the commencement of the Corporation's last financial year or in any proposed transaction that has materially affected or will materially affect the Corporation or any of its subsidiaries.

The Corporation is party to agreements with ACE Aviation (which holds an 11.1% interest in Air Canada as of April 23, 2012, based on publicly available early warning reports), including a registration rights agreement dated November 24, 2006 between Air Canada and ACE Aviation.

For a description of the registration rights agreement, please refer to the section "Interest of Management and Others in Material Transactions" in Air Canada's Annual Information Form for the year ended December 31, 2011, which section is incorporated by reference in this circular and which is available on SEDAR at www.sedar.com or on the Corporation's website at www.aircanada.com (and which, upon request, the Corporation will provide a copy of such document free of charge to a shareholder of the Corporation).

Mail service interruption

If there is a mail service interruption prior to the meeting, in order to return a completed proxy to CST, it is recommended that the shareholder deposit the completed form of proxy, in the envelope provided, at any of the following offices of CST:

Alberta

600 The Dome Tower
6th Floor
333 – 7th Avenue S.W.
Calgary, Alberta

British Columbia

1066 West Hastings St.
The Oceanic Plaza
Suite 1600
Vancouver, B.C.

Ontario

320 Bay Street
Banking Hall
Toronto, Ontario

Québec

2001 University Street
Suite 1600
Montreal, Québec



Nova Scotia

1660 Hollis Street
Centennial Building
Suite 406
Halifax, Nova Scotia

Shareholder proposals for our 2013 annual meeting

We will include proposals from shareholders that comply with applicable laws in next year's management proxy circular for our 2013 annual shareholder meeting. Please send your proposal to the Corporate Secretary of Air Canada at P.O. Box 14,000, Station Airport, Dorval, Québec, H4Y 1H4 by January 23, 2013.

HOW TO REQUEST MORE INFORMATION

Documents you can request

Financial information with respect to Air Canada is provided in its comparative financial statements and Management's Discussion and Analysis of Results of Operations and Financial Condition (MD&A) for the year ended December 31, 2011. You can ask us for a copy of the following documents at no charge:

- Air Canada's annual report for the year ended December 31, 2011, which includes our consolidated financial statements together with the accompanying auditors' report;
- our MD&A related to such annual consolidated financial statements;
- any interim financial statements that were filed after the consolidated financial statements for the year ended December 31, 2011;
- our MD&A related to such interim financial statements; and
- our Annual Information Form for the year ended December 31, 2011.

Please write to Shareholder Relations of Air Canada at Air Canada Centre, P.O. Box 14000, Station Airport, Dorval, Québec, H4Y 1H4.

These documents and additional information will also be available on our website at www.aircanada.com and on SEDAR at www.sedar.com. All of our news releases are also available on our website.

Receiving information electronically

You can choose to receive electronically all of our corporate documents, such as this circular and our annual report. We will send you an e-mail telling you when they are available on our website. If you do not sign up for this service, we will continue to send you these documents by mail.

How to sign up – registered shareholders

You are a registered shareholder if your name appears on your share certificate.

If you are not sure whether you are a registered shareholder, please contact CST at 1-800-387-0825.

To sign up go to the website www.canstockta.com/electronicdelivery and follow the instructions.

How to sign up – non-registered shareholders

You are a non-registered shareholder if your bank, trust company, securities broker or other financial institution (your nominee) holds your shares for you.

If you are not sure whether you are a non-registered shareholder, please contact CIBC Mellon Trust Company at 1-800-387-0825.

To sign up, go to the website www.investordelivery.com and follow the instructions.

How to sign up – employees holding shares under the Employee Share Ownership Plan or the Employee Recognition Share Award Plan of Air Canada

If you are not sure whether you are an employee holding your shares through Computershare, please contact Computershare at 1-877-982-8766.

To sign up, go to the website www.computershare.com/employee/ca and follow the instructions.

SCHEDULE "A"
SHAREHOLDER RIGHTS PLAN AMENDMENTS

BE IT RESOLVED as an ordinary resolution of the shareholders of Air Canada that:

1. Sections 1.1(a), 1.1(t)(iv) and 1.1(tt), the last paragraph of Section 1.1(e) and the first paragraph of Section 5.13 of the Shareholder Rights Plan of the Corporation dated as of March 30, 2011 between the Corporation and CIBC Mellon Trust Company, as Rights Agent (the "Rights Plan Agreement") be deleted and replaced with the following:

1.1(a) **"Acquiring Person"** means, any Person who is the Beneficial Owner of twenty percent (20%) or more of the outstanding Variable Voting Shares and Voting Shares of the Corporation on a combined basis; provided, however, that the term **"Acquiring Person"** shall not include:

- (i) the Corporation or any Subsidiary of the Corporation;
- (ii) any Person who becomes an Acquiring Person as a result of one or any combination of: (A) Corporate Acquisitions, (B) Permitted Bid Acquisitions, (C) Corporate Distributions, (D) Exempt Acquisitions, or (E) Convertible Security Acquisitions; provided, however, that if a Person becomes an Acquiring Person by reason of one or more or any combination of the operation of a Corporate Acquisition, Permitted Bid Acquisition, Corporate Distribution, Exempt Acquisition or Convertible Security Acquisition and, after such Corporate Acquisition, Permitted Bid Acquisition, Corporate Distribution, Exempt Acquisition or Convertible Security Acquisition, becomes the Beneficial Owner of an additional one percent (1%) or more of the outstanding Variable Voting Shares and Voting Shares of the Corporation on a combined basis other than pursuant to Corporate Acquisitions, Permitted Bid Acquisitions, Corporate Distributions, Exempt Acquisitions or Convertible Security Acquisitions, then as of the date of such acquisition, such Person shall become an Acquiring Person;
- (iii) for a period of ten (10) days after the Disqualification Date (as hereinafter defined), any Person who becomes the Beneficial Owner of twenty percent (20%) or more of the outstanding Variable Voting Shares and Voting Shares of the Corporation on a combined basis as a result of such Person becoming disqualified from relying on Clause 1.1(e)(3) hereof solely because such Person makes or proposes to make a Take-over Bid in respect of securities of the Corporation either alone, through such Person's Affiliates or Associates or by acting jointly or in concert with any other Person. For the purposes of this definition, **"Disqualification Date"** means the first date of public announcement of facts indicating that any Person is making or intends to make a Take-over Bid, either alone, through such Person's Affiliates or Associates or by acting jointly or in concert with any other Person (which, for the purposes of this definition, shall include, without limitation, a report asserting such facts filed pursuant to National Instrument 62-103—*The Early Warning System and Related Take-Over Bid and Insider Reporting Issues*);
- (iv) an underwriter or member of a banking or selling group that acquires Shares from the Corporation in connection with a distribution of securities (including, for greater certainty, by way of private placement of such securities) to the public; and
- (v) a Person (a **"Grandfathered Person"**) who is the Beneficial Owner of twenty percent (20%) or more of the outstanding Variable Voting Shares and Voting Shares of the Corporation on a combined basis as at the Record Time, provided, however, that this exception shall not be, and shall cease to be, applicable to a Grandfathered Person in the event that such Grandfathered Person shall, after the Record Time: (1) cease to own twenty percent (20%) or more of the outstanding Variable Voting Shares and Voting Shares of the Corporation on a combined basis; or (2) become the Beneficial Owner (other than pursuant to any one or a combination of the operation of a Corporate

Acquisition, Permitted Bid Acquisition, Corporate Distribution, Exempt Acquisition or Convertible Security Acquisition), of additional Variable Voting Shares or Voting Shares constituting one percent (1%) or more of the outstanding Variable Voting Shares and Voting Shares of the Corporation on a combined basis as at the Record Time.

- 1.1(e) A Person shall be deemed the "**Beneficial Owner**", and to have "**Beneficial Ownership**" of, and to "**Beneficially Own**":

[...]

For the purposes of this Agreement, the percentage of Variable Voting Shares or Voting Shares Beneficially Owned by any Person shall be the product of one hundred (100) and a fraction of which the numerator is the number Variable Voting Shares or Voting Shares Beneficially Owned by such Person and the denominator is the aggregate number of outstanding Variable Voting Shares and Voting Shares on a combined basis. Where any Person is deemed to Beneficially Own unissued Variable Voting Shares or Voting Shares, such Shares shall be deemed to be issued and outstanding for the purpose of calculating the percentage of Variable Voting Shares or Voting Shares Beneficially Owned by such Person.

- 1.1(t) "**Exempt Acquisition**" means an acquisition of Beneficial Ownership in Shares by a Person:

[...]

- (iv) pursuant to a distribution to the public by the Corporation of Shares or Convertible Securities made pursuant to a prospectus provided that the Person in question does not thereby acquire a greater percentage of Variable Voting Shares or Voting Shares or Convertible Securities representing the right to acquire Variable Voting Shares or Voting Shares than the percentage of Variable Voting Shares or Voting Shares such Person Beneficially Owned immediately prior to such acquisition; or

- 1.1(tt) "**Take-over Bid**" means an Offer to Acquire Variable Voting Shares or an Offer to Acquire Voting Shares (or an Offer to Acquire both Variable Voting Shares and Voting Shares) or securities convertible into or exchangeable for or carrying a right to purchase Shares where the Shares subject to the Offer to Acquire, together with the Shares into which the securities subject to the Offer to Acquire are convertible, exchangeable or exercisable, and the Offeror's Securities, constitute in the aggregate twenty percent (20%) or more of the outstanding Variable Voting Shares and Voting Shares of the Corporation on a combined basis at the date of the Offer to Acquire.

Section 5.13 Effective Date.

This Agreement is effective and in full force and effect in accordance with its terms and conditions as of and from March 30, 2011 (the "Effective Date"), except for the amendments to this Agreement approved by the holders of the Shares on June 4, 2012 which are effective as of and from June 4, 2012. This Agreement and all outstanding Rights shall terminate and be void and of no further force and effect on and from the Expiration Time.

2. Except for this amendment, the Rights Plan Agreement remains in full force and effect, unamended as of the date hereof.
3. Any officer or director of the Corporation be and is hereby authorized for and on behalf of the Corporation, under corporate seal or otherwise, to do all such things and to execute all such documents or instruments as may be necessary or desirable to give effect to this resolution and the matters authorized hereby, such determination to be conclusively evidenced by the execution and delivery of any such documents or instruments and the taking of any such actions.

COMPARISON TO EXISTING PROVISIONS

For ease of reference, upon approval of the above resolution, the Rights Plan Agreement will be modified as follows:

1.1(a) **"Acquiring Person"** means, any Person who is the Beneficial Owner of twenty percent (20%) or more of the outstanding Variable Voting Shares ~~of the Corporation (a "Variable Voting Share Acquiring Person") or twenty percent (20%) or more of the outstanding and~~ Voting Shares of the Corporation ~~(a "Voting Share Acquiring Person")~~ on a combined basis; provided, however, that the term **"Acquiring Person"** shall not include:

- (i) the Corporation or any Subsidiary of the Corporation;
- (ii) any Person who becomes ~~a Variable Voting Share Acquiring Person or a Voting Share~~ an Acquiring Person as a result of one or any combination of: (A) Corporate Acquisitions, (B) Permitted Bid Acquisitions, (C) Corporate Distributions, (D) Exempt Acquisitions, or (E) Convertible Security Acquisitions; provided, however, that if a Person becomes ~~a Variable Voting Share Acquiring Person or a Voting Share~~ an Acquiring Person by reason of one or more or any combination of the operation of a Corporate Acquisition, Permitted Bid Acquisition, Corporate Distribution, Exempt Acquisition or Convertible Security Acquisition and, after such Corporate Acquisition, Permitted Bid Acquisition, Corporate Distribution, Exempt Acquisition or Convertible Security Acquisition, becomes, ~~in the case of a Variable Voting Share Acquiring Person, the Beneficial Owner of an additional one percent (1%) or more of the outstanding Variable Voting Shares of the Corporation or, in the case of a Voting Share Acquiring Person, one percent (1%) or more of the outstanding and~~ on a combined basis other than pursuant to Corporate Acquisitions, Permitted Bid Acquisitions, Corporate Distributions, Exempt Acquisitions or Convertible Security Acquisitions, then as of the date of such acquisition, such Person shall become an Acquiring Person;
- (iii) for a period of ten (10) days after the Disqualification Date (as hereinafter defined), any Person who becomes the Beneficial Owner of twenty percent (20%) or more of the outstanding Variable Voting Shares ~~of the Corporation or twenty percent (20%) or more of the outstanding and~~ Voting Shares of the Corporation on a combined basis as a result of such Person becoming disqualified from relying on Clause 1.1(e)(3) hereof solely because such Person makes or proposes to make a Take-over Bid in respect of securities of the Corporation either alone, through such Person's Affiliates or Associates or by acting jointly or in concert with any other Person. For the purposes of this definition, **"Disqualification Date"** means the first date of public announcement of facts indicating that any Person is making or intends to make a Take-over Bid, either alone, through such Person's Affiliates or Associates or by acting jointly or in concert with any other Person (which, for the purposes of this definition, shall include, without limitation, a report asserting such facts filed pursuant to National Instrument 62-103—*The Early Warning System and Related Take-Over Bid and Insider Reporting Issues*);
- (iv) an underwriter or member of a banking or selling group that acquires Shares from the Corporation in connection with a distribution of securities (including, for greater certainty, by way of private placement of such securities) to the public; and

- (v) a Person (a "**Grandfathered Person**") who is the Beneficial Owner of twenty percent (20%) or more of the outstanding Variable Voting Shares ~~of the Corporation (a "**Variable Voting Share Grandfathered Person**") or twenty percent (20%) or more of the outstanding~~ and Voting Shares of the Corporation (a "**Voting Share Grandfathered Person**") on a combined basis as at the Record Time, provided, however, that this exception shall not be, and shall cease to be, applicable to a Grandfathered Person in the event that such Grandfathered Person shall, after the Record Time: (1) ~~cease to own, in the case of a Variable Voting Share Grandfathered Person, twenty percent (20%) or more of the outstanding Variable Voting Shares of the Corporation or, in the case of a Voting Share Grandfathered Person, twenty percent (20%) or more of the outstanding Voting Shares of the Corporation~~ twenty percent (20%) or more of the outstanding Variable Voting Shares and Voting Shares of the Corporation on a combined basis; or (2) become the Beneficial Owner (other than pursuant to any one or a combination of the operation of a Corporate Acquisition, Permitted Bid Acquisition, Corporate Distribution, Exempt Acquisition or Convertible Security Acquisition), ~~in the case of a Variable Voting Share Grandfathered Person, of additional Variable Voting Shares or Voting Shares constituting one percent (1%) or more of the outstanding Variable Voting Shares of the Corporation or, in the case of a Voting Share Grandfathered Person, of additional Voting Shares constituting one percent (1%) or more of the outstanding Voting Shares of the Corporation as at the Record Time.~~ percent (1%) or more of the outstanding Variable Voting Shares and Voting Shares of the Corporation on a combined basis as at the Record Time.

- 1.1(e) A Person shall be deemed the "**Beneficial Owner**", and to have "**Beneficial Ownership**" of, and to "**Beneficially Own**":

[...]

For the purposes of this Agreement, the percentage of Variable Voting Shares or Voting Shares Beneficially Owned by any Person shall be the product of one hundred (100) and a fraction of which the numerator is the number Variable Voting Shares or Voting Shares Beneficially Owned by such Person and the denominator is the aggregate number of outstanding Variable Voting Shares. ~~Where any Person is deemed to Beneficially Own unissued Variable Voting Shares, such Shares shall be deemed to be issued and outstanding for the purpose of calculating the percentage of Variable Voting Shares Beneficially Owned by such Person. For purposes of this Agreement, the percentage of Voting Shares Beneficially Owned by any Person shall be the product of one hundred (100) and a fraction of which the numerator is the number of Voting Shares Beneficially Owned by such Person and the denominator is the number of outstanding Voting Shares~~ and Voting Shares on a combined basis. Where any Person is deemed to Beneficially Own unissued Variable Voting Shares or Voting Shares, such Shares shall be deemed to be issued and outstanding for the purpose of calculating the percentage of Variable Voting Shares or Voting Shares Beneficially Owned by such Person.

- 1.1(t) "**Exempt Acquisition**" means an acquisition of Beneficial Ownership in Shares by a Person:

[...]

- (iv) pursuant to a distribution to the public by the Corporation of Shares or Convertible Securities made pursuant to a prospectus provided that the Person in question does not thereby acquire a greater percentage of Variable Voting Shares or ~~Convertible Securities representing the right to acquire Variable Voting Shares than the percentage of Variable Voting Shares~~ such Person Beneficially Owned immediately prior to such acquisition, ~~and that the Person in question does not thereby acquire a greater percentage of~~ Voting Shares or Convertible Securities representing the right to acquire Variable Voting Shares

or Voting Shares than the percentage of Variable Voting Shares or Voting Shares such Person Beneficially Owned immediately prior to such acquisition; or

- 1.1(tt) **"Take-over Bid"** means an Offer to Acquire Variable Voting Shares or an Offer to Acquire Voting Shares (or an Offer to Acquire both Variable Voting Shares and Voting Shares) or securities convertible into or exchangeable for or carrying a right to purchase Shares where the Shares subject to the Offer to Acquire, together with the Shares into which the securities subject to the Offer to Acquire are convertible, exchangeable or exercisable, and the Offeror's Securities, constitute in the aggregate twenty percent (20%) or more of the outstanding Variable Voting Shares ~~or twenty percent (20%) or more of the outstanding and~~ Voting Shares of the Corporation on a combined basis at the date of the Offer to Acquire.

Section 5.13 Effective Date.

This Agreement is effective and in full force and effect in accordance with its terms and conditions as of and from March 30, 2011 (the "**Effective Date**"), except for the amendments to this Agreement approved by the holders of the Shares on June 4, 2012 which are effective as of and from June 4, 2012. This Agreement and all outstanding Rights shall terminate and be void and of no further force and effect on and from the Expiration Time.

SCHEDULE "B"

NON-BINDING ADVISORY RESOLUTION OF SHAREHOLDERS ON EXECUTIVE COMPENSATION

"BE IT RESOLVED THAT,

On an advisory basis and not to diminish the role and responsibilities of the Board of Directors, that the shareholders accept the approach to executive compensation disclosed in the Corporation's information circular delivered in advance of the 2012 annual and special meeting of shareholders."

SCHEDULE "C"

AIR CANADA

CHARTER OF THE BOARD OF DIRECTORS

I. PURPOSE

This charter describes the role of the board of directors (the "Board") of Air Canada (the "Corporation"). This charter is subject to the provisions of the Corporation's articles of incorporation and by-laws and to applicable laws. This charter is not intended to limit, enlarge or change in any way the responsibilities of the Board as determined by such articles, by-laws and applicable laws. Directors are elected annually by the shareholders of the Corporation and together with those appointed to fill vacancies or appointed as additional directors throughout the year, collectively constitute the Board.

II. ROLE

The Board is responsible for the stewardship of the Corporation and its business and is accountable to shareholders for the performance of the Corporation.

The Board establishes the overall policies for the Corporation, monitors and evaluates the Corporation's strategic direction, and retains plenary power for those functions not specifically delegated by it to its Committees or to management. Accordingly, in addition to the duties of directors of a Canadian corporation as prescribed by applicable laws, the mandate of the Board is to supervise the management of the business and affairs of the Corporation with a view to evaluate, on an ongoing basis, whether the Corporation's resources are being managed in a manner consistent with ethical considerations and stakeholder's interests and in order to enhance shareholder value. In discharging their duties, directors must act honestly and in good faith, with a view to the best interests of the Corporation. Directors must exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.

III. COMPOSITION

Selection

The Board shall be comprised of that number of directors as shall be determined from time to time by the Board upon recommendation of the Nominating Committee of the Board.

The Nominating Committee of the Board maintains an overview of the desired size of the Board, the need for recruitment and the expected skill-set of new candidates. The Nominating Committee reviews and recommends to the Board candidates for nomination as directors. The Board approves the final choice of candidates for nomination and election by the shareholders.

Board members must have an appropriate mix of skills, knowledge and experience in business and an understanding of the industry and the geographical areas in which the Corporation operates. Directors selected should be able to commit the requisite time for all of the Board's business.

Chairman

A Chairman of the Board shall be appointed by the Board.

Independence

A majority of the Board shall be composed of directors who must be determined to have no material relationship with the Corporation and who, in the reasonable opinion of the Board, must be unrelated and independent under the laws, regulations and listing requirements to which the Corporation is subject.

Criteria for Board Membership

Board members are expected to possess the following characteristics and traits:

- (a) demonstrate high ethical standards and integrity in their personal and professional dealings;
- (b) act honestly and in good faith with a view to the best interests of the Corporation;
- (c) devote sufficient time to the affairs of the Corporation and exercise care, diligence and skill in fulfilling their responsibilities both as Board members and as Committee members;
- (d) provide independent judgment on a broad range of issues;
- (e) understand and challenge the key business plans and the strategic direction of the Corporation;
- (f) raise questions and issues to facilitate active and effective participation in the deliberation of the Board and of each Committee;
- (g) make all reasonable efforts to attend all Board and Committee meetings;
- (h) review the materials provided by management in advance of the Board and Committee meetings.

Retirement Age for Directors

The policy of the Board is that no person shall be appointed or elected as a director if the person exceeds 75 years of age. The policy allows for an exception where the Board determines it is in the interest of the Corporation to request a director to extend his or her term beyond the regular retirement age, provided however that such extension is requested in one-year increments.

IV. COMPENSATION

The Board has determined that the directors should be compensated in a form and amount which is appropriate and which is customary for comparable corporations, having regard for such matters as time commitment, responsibility and trends in director compensation.

V. RESPONSIBILITIES

Without limiting the Board's governance obligations, general Board responsibilities shall include the following:

- (a) discussing and developing the Corporation's approach to corporate governance, with the involvement of the Governance and Corporate Matters Committee;
- (b) reviewing and approving management's strategic and business plans on an annual basis, including developing an in-depth knowledge of the business being served, understanding and questioning the plans' assumptions, and reaching an independent judgment as to the probability that the plans can be realized;
- (c) monitoring corporate performance against the strategic and business plans, including overseeing operating results on a regular basis to evaluate whether the business is being properly managed;

- (d) appointing the Corporation's Chief Executive Officer, satisfying itself that a succession plan is in place and developing his or her position description with the recommendation of the Governance and Corporate Matters Committee;
- (e) reviewing, through the Human Resources and Compensation Committee, the compensation of the Chief Executive Officer;
- (f) identifying the principal risks of the Corporation and satisfying itself that the appropriate systems are implemented to manage these risks;
- (g) satisfying itself that appropriate structures and procedures are in place so that the Board and its Committees can function independently of management;
- (h) satisfying itself with respect to the proper and efficient functioning of its Committees;
- (i) providing a source of advice and counsel to management;
- (j) reviewing and approving key policies developed by management;
- (k) reviewing, approving and as required, overseeing compliance with the Corporation's disclosure policy by directors, officers and other management personnel and employees;
- (l) overseeing the Corporation's disclosure controls and procedures;
- (m) monitoring, through the Audit, Finance and Risk Committee, the Corporation's internal controls and information systems;
- (n) reviewing management's organization plans and reporting structure, succession plans for executive management and contingency plans in the event of disability of key executives;
- (o) satisfying itself that members of management possess the ability required for their roles, are adequately trained and monitored and that planning for their succession is ongoing;
- (p) satisfying itself that the Chief Executive Officer and the other members of management have the integrity required for their roles and the capability to promote a culture of integrity and accountability within the Corporation;
- (q) conducting, through the Governance and Corporate Matters Committee, an annual assessment of the Board and the Committees and of individual members of the Board;
- (r) selecting, upon the recommendation of the Nominating Committee, nominees for election as directors;
- (s) selecting a Chairman of the Board;
- (t) reviewing with the Governance and Corporate Matters Committee that the Board as a whole, the Committees of the Board and the directors are capable of carrying out and do carry out their roles effectively; and
- (u) in respect of the retirement plans, ensuring that the plans are consistent with the goals and objectives of the Corporation, and that the plans are effectively governed and appropriately funded.

VI. MEETINGS

The Board will meet at least quarterly, with additional meetings scheduled as required. Each director has a responsibility to attend and participate in meetings of the Board. The Chairman will prepare and distribute the meeting agenda and minutes to the Board.

Information and materials that are important to the Board's understanding of the agenda items and related topics will be distributed in advance of a meeting. The Corporation will deliver information on the business, operations and finances of the Corporation, to the Board on an as-required basis.

On the occasion of each Board meeting, non-management directors will consider if an "in-camera" meeting under the chairmanship of the Chairman would be appropriate. Additional meetings may be held at the request of any director with notice to all members of the Board. The Chairman will forward to the President and Chief Executive Officer any questions, comments or suggestions of the directors.

VII. DECISIONS REQUIRING PRIOR BOARD APPROVAL

In addition to those specific matters requiring prior Board approval pursuant to the Corporation's by-laws or applicable laws, the Board will be responsible for approving the following:

- (a) interim and annual financial statements, provided that the Board may delegate to the Audit, Finance and Risk Committee the responsibility to review such financial statements and make its recommendations to the Board;
- (b) strategic plans, business plans and capital expenditure budgets;
- (c) raising of debt or equity capital and other major financial activities;
- (d) hiring, compensation and succession for the Chief Executive Officer and other executives;
- (e) major organizational restructurings, including spin-offs;
- (f) material acquisitions and divestitures;
- (g) major corporate policies; and
- (h) in respect of the retirement plans, the Board shall be responsible for the following:

(I) Plan Design

The Board shall approve all decisions to initiate, merge, split, terminate, and/or otherwise fundamentally change the nature of the pension arrangement for all retirement plans, with the exception of small foreign plans established outside the United States and the United Kingdom where the expected impact of such decisions on the Corporation is not material.

(II) Governance

The Board shall approve a governance structure for the retirement plans which sets out the major decision-making bodies and their key decision-making and reporting responsibilities.

(III) Valuation and Funding

The Board shall review the contributions to the pension funds of the defined benefit pension plans as approved by the Pension Committee.

(IV) Supplemental Executive Retirement Plans

- (i) *Initiation, Change and Termination* – The Board shall approve all decisions to initiate, terminate, and/or otherwise change the terms of any supplementary retirement plans established for executive management of the Corporation.
- (ii) *Funding and Contributions* – The Board shall approve any decision on whether or not to fund or otherwise secure the liabilities of a supplementary retirement plan and how those liabilities should be funded or secured. If the liabilities are to be funded, the Board shall approve a funding policy which sets out guidelines with respect to the valuation and funding of the plan's liabilities. The Board shall also review the contributions to the plan's trust fund as approved by the Pension Committee.

VIII. BOARD COMMITTEES

There are five Committees of the Board: the Audit, Finance and Risk Committee, the Governance and Corporate Matters Committee, the Nominating Committee, the Human Resources and Compensation Committee, and the Pension Committee. The roles and responsibilities of each Committee are described in the respective Committee charters.

Members of the Audit, Finance and Risk Committee, the Human Resources and Compensation Committee, and the Nominating Committee shall be independent as required under the charter of each Committee and the laws, regulations and listing requirements to which the Corporation is subject.

IX. COMMUNICATION WITH THE BOARD

Shareholders and other constituencies may communicate with the Board and individual board members by contacting Shareholder Relations.

X. ADVISORS

The Board has determined that any director who wishes to engage a non-management advisor to assist on matters involving the director's responsibilities as a director at the expense of the Corporation should have its request reviewed by, and obtain the authorization of, the Chairman of the Board.

XI. OTHER MATTERS

The Board expects directors as well as officers and employees of the Corporation to act ethically at all times and to acknowledge their adherence to the policies comprising the Corporate Policy and Guidelines on Business Conduct (the "Code"). The Board, with the assistance of the Governance and Corporate Matters Committee, is responsible for monitoring compliance with the Code.

Directors shall disclose all actual or potential conflicts of interest and refrain from voting on matters in which the director has a conflict of interest. In addition, a director shall excuse himself or herself from any discussion or decision on any matter in which the director is precluded from voting as a result of a conflict of interest or which otherwise affects his or her personal, business or professional interests.

February 8, 2012