



POSITION DESCRIPTION FOR CHAIR OF THE BOARD

The board of directors (the "**Board**") of Telesat Corporation (the "**Company**") shall select one of the members of the Board to be appointed as the chair (the "**Chair**") of the Board. If the Board has a chair who does not meet the criteria for independence set forth under Section 1.4 of National Instrument 52-110 and NASDAQ Rule 5605(a)(2), then the Board shall select one of the independent members of the Board to be appointed as the lead director (the "**Lead Director**"). In the event of a conflict between this position description and the separate investor rights agreements dated November 23, 2020 entered into between the Company and each of MHR Fund Management LLC and Public Sector Pension Investment Board (as may be amended from time to time, the "**Investor Rights Agreements**") or any of the rights, privileges, arrangements or powers set forth therein, the Investor Rights Agreements shall prevail and this Position Description shall not and shall be interpreted not to, directly or indirectly interfere with, limit or restrict or otherwise disrupt, any of such rights, privileges, arrangements, or powers.

The duties and responsibilities of the Chair as they relate to the following matters shall be as follows:

Leadership and Governance

- provide overall leadership to enhance the effectiveness and performance of the Board, the committees of the Board, and individual directors of the Board (the "**Directors**");
- work with the Lead Director (if any) and the other Directors to ensure the Board is provided with timely and relevant information as is necessary to effectively discharge its statutory duties and responsibilities;
- foster ethical and responsible decision making by the Board, the committees of the Board and individual Directors;

Board Meetings

- ensure the Board meets according to its regular schedule, as called in accordance with the articles of the Company and otherwise as required;
- if the Chair is a non-executive director, chair the meetings of the Board, including requiring appropriate briefing materials to be delivered to the Board in a timely fashion, stimulating debate, providing adequate time for discussion of issues, facilitating consensus, encouraging full participation by individual Directors and ensuring clarity and due recording of decisions of the Board;
- prepare or cause to be prepared agendas for meetings of the Board in consultation with any chairs of the committees of the Board and the Lead Director (if any), as appropriate and ensure that such prepared agendas include all matters raised by any of the Directors;

- ensure that the Board and its committees have the necessary resources to support their work, and in particular, accurate, timely and relevant information;
- create a cooperative atmosphere where Directors are encouraged to openly discuss, debate and question matters requiring their attention in a constructive and productive fashion;

Board Committees

- ensure that the duties and responsibilities of the committees of the Board are carried out in accordance with the charters of such committees;
- assist the committees of the Board in bringing their recommendations forward to the Board for consideration;
- assist the Nominating & Corporate Governance Committee in identifying and assessing potential candidates for nomination as Directors;

Senior Executives

- ensure the Board works in an open and productive manner with senior executives of the Company and receives appropriate and timely information, material and reports from senior executives of the Company in order to permit the Board to effectively discharge its duties and responsibilities;

Other Duties

- chair meetings of the shareholders of the Company; and
- carry out such other duties and responsibilities as the Board may request from time to time.

Dated: November 4, 2022

Approved by: Nominating & Corporate Governance Committee
Board of Directors of the Company