



MAJORITY VOTING POLICY

The board of directors (the “**Board**”) of Héroux-Devtek Inc. (the “**Corporation**”) believes that each of its members should carry the confidence and support of the Corporation’s shareholders. To this end, the directors of the Corporation have unanimously adopted this Majority Voting Policy.

In an uncontested election of directors of the Corporation, each director should be elected by the vote of a majority of the voting shares represented in person or by proxy at any shareholders’ meeting for the election of directors. Accordingly, if any nominee for director receives a greater number of votes “withheld” from his or her election than votes “for” such election (a “**Majority Withheld Vote**”), that nominee shall promptly tender his or her resignation to the Chairman of the Board following the Corporation’s shareholders’ meeting at which he or she is elected. In this Policy, an “uncontested election” means an election where the number of nominees for director is equal to the number of directors authorized to be elected upon such election as determined by the Board.

The Human Resources and Corporate Governance Committee of the Board (the “**HR Committee**”) shall consider the resignation offer and shall recommend to the Board whether or not to accept it. In considering whether or not to accept the resignation, the HR Committee will consider all factors deemed relevant by members of the HR Committee including, without limitation, the stated reasons why shareholders “withheld” votes from the election of that nominee, the Corporation’s corporate governance policies, alternatives to cure the underlying cause of the withheld votes, the overall composition of the Board (including the current mix of skills and attributes of the Board), and whether accepting the resignation would cause the Corporation to fail to meet any applicable listing, statutory or regulatory requirements.

The Board shall consider the HR Committee’s recommendation within 90 days following the meeting at which the director whose resignation has been tendered (the “**Subject Director**”) was elected. In considering the committee’s recommendation, the Board will consider the factors considered by that committee and such additional information and factors that the Board considers to be relevant. The Board shall be expected to accept the resignation except in situations where extenuating circumstances would warrant the Subject Director to continue to serve on the Board. Following the Board’s decision on the resignation, the Board shall promptly disclose, via press release, its decision whether or not to accept the Subject Director’s resignation offer. Should the Board decline to accept

the resignation offer, it shall include in the press release the reasons for its decision. A copy of such press release shall be provided to the Toronto Stock Exchange.

Any Subject Director shall not attend any part of (i) any meeting of the HR Committee, if he or she is a member of that committee, where the committee considers the decision to recommend to the Board whether his or her resignation shall be accepted; and (ii) any meeting of the Board in which it will be decided whether his or her resignation shall be accepted. If the Subject Director must attend the meeting in order to satisfy quorum requirements, then the Subject Director must not speak or otherwise participate in any part of the meeting where his or her resignation is discussed or considered or a related resolution is voted upon.

If each member of the HR Committee received a Majority Withheld Vote in the same election, then the directors who did not receive a Majority Withheld Vote shall appoint a committee amongst themselves to consider the resignation offers and recommend to the Board whether to accept them.

Subject to any corporate law restrictions, the Board may (i) leave the resultant vacancy unfilled until the next shareholders' annual meeting, (ii) fill the vacancy through the appointment of a new director whom the Board considers to merit the confidence of the shareholders, or (iii) call a special meeting of shareholders at which there will be presented a new candidate(s) to fill the vacant position(s).

The HR Committee may adopt such procedures as it sees fit to assist it in its determinations with respect to this Policy.

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