

ATS AUTOMATION TOOLING SYSTEMS INC.
(the “Company”)

CHARTER FOR
THE HUMAN RESOURCES COMMITTEE OF
THE BOARD OF DIRECTORS

A. PURPOSE

1. **Compensation** – The Human Resources Committee (the “**Committee**”) is appointed by the Board of Directors to discharge the Board’s duties and responsibilities relating to compensation and human resource policy with specific attention to:

- organization development;
- terms of employment;
- performance evaluation and remuneration of the Chief Executive Officer and senior management;
- policies regarding compensation, incentive-compensation plans and equity-based plans for senior management; and
- advising the Board of Directors on the remuneration policy for non-employee Directors.

In carrying out its compensation and human resource policy responsibilities, the Committee will:

- as appropriate, obtain advice from independent consultants specializing in the field of executive compensation;
- receive support from management of the Company; and
- liaise with the Chief Executive Officer on all material issues.

B. MEMBERSHIP AND ORGANIZATION

1. **Composition** - The Committee shall consist of not less than three members of the Board [**the majority/all**] of whom are independent. Independence shall be

determined based on any criteria established by the Board and the binding requirements of any stock exchanges on which the securities of the Company are listed and all other applicable laws (collectively, the “Applicable Requirements”). At the invitation of the Committee, members of the Company’s senior management and others may attend Committee meetings as the Committee considers necessary or desirable.

2. **Appointment and Removal of Committee Members** - Each member of the Committee shall be appointed by the Board on an annual basis and shall serve at the pleasure of the Board, or until the earlier of (a) the close of the next annual meeting of the Company’s shareholders at which the member's term of office expires, (b) the death of the member or (c) the resignation, disqualification or removal of the member from the Committee or from the Board. The Board may fill a vacancy in the membership of the Committee.

C. MEETINGS

1. **Meetings** - The members of the Committee shall hold meetings as are required to carry out this mandate. The Chair, any member of the Committee, the Chairman of the Board or the Chief Executive Officer may call meetings of the Committee by notifying the Company’s Corporate Secretary who will notify the members of the Committee. In the absence of the Chair, the members of the Committee present may appoint a chair from their number for a meeting.
2. **Corporate Secretary and Minutes** - The Corporate Secretary, his or her designate or any other person the Committee requests, shall act as secretary of Committee meetings. Minutes of Committee meetings shall be recorded and maintained by the Corporate Secretary and subsequently presented to the Committee for approval.
3. **Quorum** - A majority of the members of the Committee shall constitute a quorum. The affirmative vote of a majority of the members of the Committee participating in any meeting of the Committee is necessary for the adoption of any resolution of the Committee.
4. **Access to Management and Outside Advisors** - The Committee shall have unrestricted access to the Company’s management and employees. The

Committee shall have the authority to retain and terminate external legal counsel, consultants or other advisors to assist it in fulfilling its responsibilities and to set and pay the respective compensation for these advisors without consulting or obtaining the approval of the Board or any Company officer. The Company shall provide appropriate funding, as determined by the Committee, for the services of these advisors.

D. FUNCTIONS AND RESPONSIBILITIES - GENERAL

The Committee shall have the functions and responsibilities set out in section E (Compensation), below, as well as any other matters that are specifically delegated to the Committee by the Board. In addition to these functions and responsibilities, the Committee shall perform the duties required of a compensation committee by the Applicable Requirements.

E. FUNCTIONS AND RESPONSIBILITIES – COMPENSATION

1. Chief Executive Officer Performance, Evaluation and Compensation

- a. **Performance Goals** - At least annually, the Committee shall review and, if advisable, approve and recommend for Board approval corporate goals and objectives for the Chief Executive Officer.
- b. **Chief Executive Officer Evaluation** - At least annually, the Committee shall evaluate the performance of the Chief Executive Officer in relation to the corporate goals and objectives.
- c. **Compensation** - At least annually, the Committee shall review, and, if advisable, approve and recommend for Board approval the Chief Executive Officer's compensation package, including bonus award for the preceding fiscal year. The compensation package recommendation shall be based on the Chief Executive Officer's performance evaluation as well as other factors and criteria as may be determined by the Committee from time to time.
- d. **Employment Arrangements** - The Committee shall review, and, if advisable, approve and recommend for Board approval any arrangement with the Chief Executive Officer relating to employment terms, termination, severance, change in control or any similar arrangements. In

undertaking this review, the Committee shall take into account the overall structure, costs and general implications of these arrangements.

- e. **Appointment** – The Committee shall, as required, put forward the names of individuals to be considered by the Board for appointment to the office of Chief Executive Officer.
- f. **Succession Planning** – The Committee shall review and, if advisable, recommend to the Board for approval, annually or more frequently as required, the Corporation’s succession plan for the Chief Executive Officer.

2. Appointment and Compensation of Senior Management other than the Chief Executive Officer

- a. **Senior Management** - For the purposes of this Charter, “**Senior Executives**” are defined as those executives reporting to the Chief Executive Officer and whose base salary exceeds CAD\$150,000. The Committee shall, as required, review and, if advisable, approve the appointment, compensation and other material terms of employment of the Senior Executives. Approval regarding appointment of such Senior Executives shall take into account any recommendations of the Chief Executive Officer.
- b. **Senior Executive Compensation** - At least annually, the Committee shall review, and, if advisable, approve and recommend for Board approval the compensation packages for Senior Executives. The compensation package recommendation shall be based on input from the Chief Executive Officer.
- c. **Employment Arrangements** - The Committee shall review, and, if advisable, approve and recommend for Board approval arrangements with Senior Executives and such other key senior management positions as the Committee may determine relating to material or non-standard employment terms, termination, severance, change in control or any similar arrangements. In undertaking this review, the Committee shall take into account the overall structure and costs of these arrangements.

- d. **Annual Bonus Awards** – The Committee shall review and confirm that any annual bonus awards for Senior Executives are in accordance with any applicable plans or agreements approved by the Board of Directors.
- e. **Succession Planning** – The Committee shall review and, if advisable, recommend to the Board for approval, annually or more frequently as required, the Corporation’s succession plan for Senior Executives.

3. **Compensation of Non-Employee Directors**

- a. **Compensation** – At least annually, the Committee shall review, and, if advisable, approve and recommend for Board approval the compensation package for non-employee directors. The compensation package recommendation shall be based on factors and criteria as may be determined by the Committee from time to time.

4. **Compensation Principles, Policies and Plans, Equity-Based Plans**

- a. **Compensation Principles, Policies and Plans** – At least annually, the Committee shall review and, if advisable, approve or amend the Company’s compensation principles, policies and plans.
- b. **Compensation Plans** – At least annually, the Committee shall conduct an annual review of the Company’s incentive compensation plans, equity-based compensation plans, including the stock option plan, and any other stock-based programs, and shall determine whether these plans are consistent with the Company’s compensation principles and policies.
- c. **Administer Equity-Based Compensation Plans** – On an on-going basis, the Committee shall administer and interpret the Company’s equity-based compensation plans and its policies respecting the grant of compensation pursuant thereto, and, if advisable, review and recommend for approval of the Board the grant of compensation thereunder and the terms thereof.

5. **Disclosure**

- a. **Committee Report on Executive Compensation** – The Committee shall prepare, in conjunction with management, the annual Compensation Discussion and Analysis (CD&A) for inclusion in the Company’s

management information circular. The CD&A must be approved by the Committee prior to its dissemination.

- b. **Executive Compensation Disclosure** – The Committee shall review and, if advisable, approve all executive compensation disclosure prior to its public release.
6. **Health, Safety and Environment** – The Committee shall annually review the Company’s performance related to health, safety and environment and the adequacy of the Company’s policies and programs related to health, safety and environment.
7. **Assessment of Regulatory Compliance** - The Committee shall annually review the adequacy of this Charter and the effectiveness of the Committee’s performance. Such review shall include an evaluation of this Charter’s compliance with the Applicable Requirements. The Committee shall report its findings to the Board and, where necessary, recommend changes it considers appropriate.
8. **Delegation** - The Committee may, to the extent permissible under the Applicable Requirements, designate a sub-committee to review any matter within this mandate as the Committee deems appropriate.

F. REPORTING TO THE BOARD

1. The Chair shall report to the Board on material matters arising at Committee meetings and, where applicable, shall present the Committee's recommendations to the Board for its approval.
2. All resolutions of the Committee shall be reported to the Board at the next regularly scheduled meeting of the Board, unless the Committee determines that the matter should be brought before the Board prior to such meeting.

I. GENERAL

1. The Committee shall take such other actions regarding the Company’s compensation that are in the best interests of the Company and its shareholders as the Committee shall deem appropriate or as shall otherwise be required by any Applicable Requirements.

J. CURRENCY OF THE HUMAN RESOURCES COMMITTEE CHARTER

1. This charter was last amended by the Board on February 29, 2012.