

ATS AUTOMATION TOOLING SYSTEMS INC.

Board Policy on Majority Voting for Director Nominees

The board of directors of ATS Automation Tooling Systems Inc. (“ATS”) believes that each director of ATS should carry the confidence and support of its shareholders. To this end, the directors have unanimously adopted and agreed to comply with the following policy regarding the election of directors. Any future nominees for election to the board will be asked to agree to comply with this policy before they are nominated for election, or otherwise appointed, to the board.

The form of proxy for use at any meeting of ATS’s shareholders where directors are to be elected will enable shareholders to either: (a) vote in favour; or (b) withhold their shares from being voted in respect of each nominee separately. The Chair will ensure that the number of shares voted in favour or withheld from voting for each nominee is recorded. If, with respect to any nominee, the nominee is not elected by at least a majority of the votes cast with respect to his or her election, then for purposes of this policy such nominee shall be considered not to have received the support of shareholders even though duly elected as a matter of corporate law. Following each shareholders’ meeting at which there is a vote on the election of directors, ATS will promptly issue a news release providing detailed disclosure of the voting results for the election of directors.

Any nominee who is considered under the above test not to have the support of the shareholders shall, forthwith submit his or her resignation for consideration by the board of directors to take effect immediately upon acceptance by the board of directors. The board shall accept the resignation absent exceptional circumstances. In the event that any nominee who is considered not to have the support of the shareholders does not tender his or her resignation in accordance with this policy, he or she will not be re-nominated by the Board. The Corporate Governance Committee and the Board may adopt such procedures as they see fit to assist in their determinations with respect to this policy.

Upon receipt of such a conditional resignation, the board of directors will refer the resignation to the Corporate Governance Committee for consideration. The committee shall consider the matter and, as soon as possible, make a recommendation to the full board of directors regarding whether or not such resignation should be accepted.

After considering the recommendation of the Corporate Governance Committee, the board of directors shall within 90 days of the shareholder’s meeting decide whether or not to accept the tendered resignation and shall issue a press release which either confirms that they have accepted the resignation or provides a full explanation of the exceptional circumstances leading them to refuse to accept such resignation. A copy of the press release shall be provided to the TSX. The director tendering his or her resignation will not participate in any meeting of the Corporate Governance Committee or board of directors which considers the resignation.

Subject to any restrictions or requirements contained in applicable corporate law or ATS’s constating documents, the board may, in its discretion: (a) leave a resulting vacancy unfilled until the next annual meeting; (b) appoint a replacement director whom the board considers merits the confidence of the shareholders; or (c) call a special meeting of shareholders to elect a replacement director nominated by management.

In the event that a sufficient number of the Corporate Governance Committee members are considered not to have the support of the shareholders under the above test, such that the committee no longer has a quorum, then the remaining members of the committee, if any, shall not consider the resignation(s) and

the board of directors shall consider whether or not to accept the resignation(s) without a recommendation from the committee.

In the event that a sufficient number of the board of directors are considered not to have the support of the Shareholders under the above test, such that the board no longer has a quorum, then such directors shall not be permitted to vote in any meeting of the board of directors at which his or her resignation is considered, however, he or she shall be counted for the purposes of determining whether the board has quorum.

This policy does not apply in respect of any contested shareholders' meeting. For purposes hereof, a contested meeting is defined as a meeting at which the number of directors nominated for election is greater than the number of seats available on the board of directors.

This policy shall apply to all ATS shareholder meetings which occur after May 31, 2014. Last revised on May 15, 2019.