



## Majority Vote Policy for Toromont Director Elections

---

The Board of Directors of Toromont Industries Ltd. believes that each of its members should carry the confidence and support of its shareholders. To this end, the Directors have unanimously adopted this statement of policy. Future nominees for election to the Board will be asked to subscribe to this statement before their names are put forward.

Forms of proxy for the vote at a shareholders' meeting where Directors are to be elected will enable the shareholder to vote in favour of, or to withhold from voting, separately for each nominee. At the meeting, the Chair will call for a vote by ballot and the scrutineers will record with respect to each nominee the number of shares in his or her favour and the number of shares withheld from voting. If, with respect to any particular nominee, the number of shares withheld exceeds the number of shares voted in favour of the nominee, then for purposes of this Policy the nominee shall be considered not to have received the support of the shareholders, even though duly elected as a matter of corporate law.

A person elected as a Director who is considered under this test not to have the confidence of the shareholders is expected to immediately submit to the Board of Directors his or her resignation. Within 90 days of receiving the final voting results, the Board will issue a press release announcing the resignation of the Director or explaining the reasons justifying its decision not to accept the resignation. If the resignation is accepted, subject to any corporate law restrictions, the Board of Directors may leave the resultant vacancy unfilled until the next annual general meeting. Or it may fill the vacancy through the appointment of a new Director whom the Board considers to merit the confidence of the shareholders. Or it may call a special meeting of shareholders at which there will be presented a management slate to fill the vacant position or positions.

This policy applies only in the case of an uncontested election of Directors.