



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 Nominating and Corporate Governance Committee ("NCG") his or her resignation. The resignation will be effective when accepted by the Board. The NCG will consider the offer of resignation and make a recommendation to the Board on whether or not to accept it. In considering whether or not to accept the resignation, the NCG Committee will consider all factors deemed relevant by the members of such Committee. A director who tenders his or her resignation pursuant to this Policy will not participate in any meeting of the Board or the NCG Committee at which the resignation is considered.

The Board will accept the resignation except in exceptional circumstances where the considerations would warrant the applicable director continuing to serve on the Board. The Board will then make its final decision and announce it in a press release within 90 days following the shareholders' meeting, including any reasons for rejecting a director's resignation (if it is rejected). Any such press release will be filed with the TSX.

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.