



# MAJORITY VOTING POLICY

February 15, 2018





# The Caldwell Partners International Inc.

## Majority Voting Policy

The Board of Directors is committed to fulfilling its responsibility for the stewardship of The Caldwell Partners International Inc. (the “Company”) and the enhancement of shareholder value, and believes that each member of the Board of Directors should carry the confidence and support of the Company’s shareholders. The Board of Directors has, in light of best practice standards in Canada, unanimously adopted this statement of policy providing for majority voting in director elections at any meeting of the Company’s shareholders where an “uncontested election” of directors is held. For the purposes of this policy, an “uncontested election” of directors of the Company means an election where the number of Director nominees does not exceed the number of Directors to be elected.


The management proxy solicitation materials circulated in connection with a meeting of the Company’s shareholders at which an uncontested election of directors is to be conducted provides the shareholder, in person or by proxy, with the ability to vote in favour of, or to withhold from voting for, each director nominee. If any nominee for election as Director receives a greater number of votes “withheld” than votes “for” his or her election, the director nominee (the “Resigning Director”) shall be required to promptly submit his or her resignation to the Chair of the Board of Directors following the applicable meeting of the Company’s shareholders to take effect upon acceptance by the Board of Directors.


Following receipt of a resignation submitted pursuant to this policy, the Nominating Corporate Governance Compensation Committee (“NCGC”) will expeditiously consider the Resigning Director’s offer to resign and make a recommendation to the Board of Directors whether to accept that offer. If the Board of Directors declines to accept any such resignation, the Resigning Director will continue to hold office for the remainder of his or her elected term.

In considering whether or not to accept the resignation, the NCGC and the Board of Directors will consider all factors deemed relevant by members of the NCGC and the Board of Directors, including, without limitation:

- the stated reasons why shareholders withheld votes from the election of the Resigning Director;
- the length of service and the qualifications of the Resigning Director;
- the Resigning Director’s contributions to the Company; and
- the effect that such resignation(s) may have on the Board of Directors’ ability to (i) effectively continue fulfilling its responsibility for the stewardship of the Company and the enhancement of shareholder value; and (ii) the Company’s ability to comply with any applicable governance rules and policies.

Within 90 days following the applicable meeting of the Company’s shareholders, the Board of Directors shall make its final decision, on the NCGC’s recommendation. Following the Board of Directors’ decision on the resignation, the Board of Directors shall promptly disclose, via press release, their decision whether or not to accept the Resigning Director’s resignation including the reasons for rejecting the resignation offer, if applicable. If the Board of Directors accepts the offer of resignation, subject to restrictions in the Company’s constating documents, or under the Business Corporations Act (Ontario)





as may be amended and/or supplemented from time to time, the Board of Directors may exercise its discretion with respect to the resulting vacancy. The Board of Directors may, without limitation, leave the resultant vacancy unfilled until the next annual meeting of the Shareholders, fill the vacancy through the appointment of a new Director, or call a special meeting of Shareholders to elect a new nominee to fill the vacant position.

Any Director who tenders his or her resignation pursuant to this majority voting policy shall not be permitted to participate in any deliberations of the Board of Directors or any of its committees pertaining to the resignation.

In the event that a sufficient number of the NCGC members received a greater number of votes "withheld" than the votes "for" such members in the same election, such that the NCGC no longer has a quorum, then such members of the NCGC receiving a majority withheld votes shall not be permitted to participate in any deliberations or vote at the meeting of the NCGC at which his or her resignation is to be considered, however he or she shall be counted for the purpose of determining whether the NCGC has quorum. If all the members of the NCGC received a greater number of proxy votes "withheld" than the votes "for" each member in the same election, then the Directors who did not receive a majority "withheld" vote will appoint a committee amongst themselves to consider the resignations, without a recommendation from the NCGC.

In the event that any Director, who received a greater number of proxy votes withheld than votes in favour of such Director's election, does not tender his or her resignation in accordance with this majority voting policy, he or she will not be re-nominated by the Board of Directors.

The NCGC and/or the Board of Directors may adopt such procedures as it sees fit to assist it in its determinations with respect to this policy.

