

MAJORITY VOTE POLICY FOR DIRECTOR ELECTIONS

The board of directors (the “**Board**”) believes that each of its members should carry the confidence and support of the shareholders of the Corporation. This policy clarifies the obligations of a director in the case of an uncontested¹ director election. Future nominees for election to the Board will be asked to agree in writing to this policy before their names are endorsed by management.

At a shareholders’ meeting where directors are to be elected, shareholders may vote in favour of, or withhold their vote from, nominees for director. Any director nominated for re-election who does not receive more votes cast for such nominee’s election than votes withheld from voting, excluding abstentions, shall submit his or her offer of resignation for consideration by the Nominating and Corporate Governance Committee (the “**N&CG Committee**”). The N&CG Committee shall consider all of the relevant facts and circumstances, including the director’s qualifications, the director’s past and expected future contributions to the Corporation, the overall composition of the Board and whether accepting the tendered resignation would cause the Corporation to fail to meet any applicable rule or regulation (including stock exchange listing requirements and applicable securities laws). On that basis the N&CG Committee shall recommend to the Board the action to be taken with respect to the offer of resignation. A director who tenders a resignation pursuant to this policy will not participate in any meeting of the Board or any sub-committee of the Board at which the resignation is considered.

Within 90 days of the relevant shareholders’ meeting, the Board shall issue a press release announcing either the resignation of the director or the Board’s decision not to accept the resignation of the director, with reasons justifying such decision, a copy of which will be provided to the TSX. The Board shall accept the resignation absent exceptional circumstances.

If the director’s resignation is accepted the Board may, subject to any corporate law restrictions, do any one of the following:

- (a) leave the resultant vacancy unfilled until the next annual general meeting;
- (b) fill the vacancy through the appointment of a new director whom the Board considers to merit the confidence of the shareholders; or
- (c) call a special meeting of shareholders at which a management nominated director or slate of directors will be presented to fill the vacant position or positions.

¹ A contested election 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.

APPENDIX A
NOMINEE CERTIFICATION

TO: The Board of Directors of Enerflex Ltd.

I, _____, nominee to be a director of Enerflex Ltd., hereby certify that, upon my election to the Board of Directors, I will comply with all of the policies and procedures of the Board of Directors in place as at such date, including the “Majority Vote Policy for Director Elections”.

DATED this _____ day of _____, 20____.

Print name: