

MAJORITY VOTING POLICY

In 2006, the Board, in the belief that each director of Finning should carry the confidence and support of its shareholders, unanimously adopted and agreed to implement a majority voting policy. Any future nominees for election to the Board will be required 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 Finning'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. At the meeting, the Chair will call for a vote by ballot and the scrutineer of the meeting will record, with respect to each nominee, the total number of shares voted in favour and the total number of shares withheld from voting. If, with respect to any nominee, the total number of shares withheld exceeds the total number of shares voted in favour of the nominee, then such nominee shall be considered not to have received the support of shareholders even though duly elected as a matter of corporate law.

Any nominee who is considered under the above test not to have the support of the shareholders will immediately submit his or her formal resignation to the Board.

Upon receipt of such resignation, the Corporate Governance Committee shall consider the matter and, as soon as possible, make a recommendation to the full Board of Directors regarding whether the Board of Directors should accept such resignation. In the absence of extraordinary circumstances, the Board expects the Corporate Governance Committee will recommend that the Board of Directors accept such resignation.

After considering the recommendation of the Corporate Governance Committee, the Board of Directors shall decide whether to accept such resignation. In the absence of extraordinary circumstances, the Board of Directors shall accept the resignation. If the Board decides to accept such resignation, the resignation shall take effect immediately. In any event, Finning shall, as soon as practicable but not later than 90 days after the shareholders' meeting, issue a news release which either confirms that the Board has accepted the nominee's resignation or provides an explanation for why the Board has refused to accept the nominee's resignation, and provide a copy of the news release to the Toronto Stock Exchange. The nominee tendering his or her resignation shall not participate in any meeting of the Corporate Governance Committee or the Board which considers the resignation.

Subject to any restrictions or requirements contained in applicable corporate law or Finning's constating documents, the board may: (a) leave a resulting vacancy unfilled until the next annual meeting; (b) appoint a replacement director who the Board considers merits

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the confidence of the shareholders; or (c) call a special meeting of shareholders to elect a replacement director nominated by management.

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

This policy shall apply to all shareholder meetings which occur after February 15, 2017.