
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 Enerflex Ltd. (the “**Corporation**”). This policy clarifies the obligations of a director in the case of an uncontested¹ director election.

At a shareholders’ meeting where directors are to be elected, shareholders may vote “For” or “Against” nominees for director. Any director nominated for re-election who does not receive more votes cast “For” such nominee’s election than votes “Against”, excluding abstentions, shall immediately submit his or her resignation to the Nominating and Corporate Governance Committee (the “**NCG Committee**”). Notwithstanding the foregoing, the resigning director will be permitted to continue in office until the earlier of (a) the 90th day after the day of the election, and (b) the day on which their successor is appointed or elected. The NCG Committee shall accept the resignation unless accepting such resignation would result in the Corporation (i) no longer having the requisite number of Canadian resident directors or (ii) no longer satisfying the Canada Business Corporations Act requirement that at least two directors not also be officers or employees of the Corporation or its affiliates.

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

- leave the resultant vacancy unfilled until the next meeting of the shareholders of the Corporation at which directors are to be elected;
- fill the vacancy through the appointment of a new director whom the Board considers to merit the confidence of the shareholders; or
- 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.