

SAGEN MI CANADA INC.
(the “**Company**”)

MAJORITY VOTING POLICY

The board of directors (the “**Board**”) of the Company believes that each director should have the confidence and support of the shareholders of the Company. To this end, the Board has adopted this policy and future nominees for election to the Board will be required to confirm that they will abide by this policy.

Annual forms of proxy for the election of directors will permit a shareholder to vote in favour of, or to withhold from voting, separately for each director nominee such shareholder is entitled to vote on. The Chair of the Board will ensure that the number of shares voted in favour or withheld for voting for each director is recorded and promptly made public after the shareholder meeting where such elections took place.

If a director nominee has more votes withheld than are voted in favour of him or her, the nominee will be considered by the Board to not have received the support of the shareholders, even though duly elected as a matter of corporate law. Such a nominee will be expected to forthwith submit his or her resignation to the Board, effective on acceptance by the Board. The Board will refer the resignation to the Compensation and Nominating Committee of the Company (the “**Committee**”) for consideration.

The Board will promptly accept the resignation unless the Committee determines that there are appropriate circumstances that should delay the acceptance of the resignation or justify rejecting it. In any event, it is expected that the resignation will be accepted (or in rare cases rejected) within 90 days of the shareholder meeting.

Subject to any corporate law restrictions, the Board may (i) leave a vacancy in the Board unfulfilled until the next annual general meeting of shareholders, (ii) fill the vacancy by appointing a new director whom the Board considers to merit the confidence of the shareholders, or (iii) call a special meeting of shareholders to consider new Board nominee(s) to fill the vacant position(s).

This policy does not apply where an election involves a proxy battle (i.e. where proxy material is circulated in support of one or more nominees who are not part of the director nominees supported by the Board).