

## CLARKE INC.

### MAJORITY VOTING POLICY

---

#### 1. Introduction

The board of directors (the "**Board**") of Clarke Inc. (the "**Corporation**") believes that each of its members should carry the confidence and support of the Corporation's shareholders. To this end, the Board has unanimously adopted this majority voting policy.

#### 2. Individual Voting

Forms of proxy provided for use in respect of any meeting of shareholders of the Corporation where directors are to be elected should enable the shareholders to vote in favour of, or to withhold from voting in respect of, each nominee for director separately.

#### 3. Majority of Votes Withheld

In an uncontested election of directors of the Corporation held at a meeting of shareholders, any nominee for director who receives a greater number of votes "withheld" from his or her election than votes "for" such election (a "**majority withhold vote**") shall immediately following the receipt of the final scrutineer's report relating to such meeting, tender his or her resignation to the Chair of the Board, such resignation to take effect upon acceptance by the Board.

#### 4. Consideration of Resignation

The Audit Committee (the "**Committee**") of the Board will promptly consider the tendered resignation and will recommend to the Board whether to accept or reject it. The Committee shall recommend to the Board that the Board accept the tendered resignation, absent exceptional circumstances. Such recommendation will be made promptly and in any event no later than three days prior to the 90th day following the date of the applicable shareholders' meeting. In its deliberations, the Committee will consider any factors that the Committee considers relevant and that may constitute exceptional circumstances. The Committee may adopt such procedures as it sees fit to assist it in making decisions under this policy.

The Board shall act on the Committee's recommendation to accept or reject the tendered resignation within 90 days following the date of the applicable shareholders' meeting. In considering the Committee's recommendation, the Board will consider the factors considered by the Committee and such additional information and other factors which the Board determines to be relevant and shall accept the tendered resignation, absent exceptional circumstances.

Any director who tenders his or her resignation pursuant to this policy will not attend any part of a meeting of the Committee or the Board at which his or her resignation is discussed or at which a related resolution is voted upon. In the event that a sufficient number of the Committee members receive a majority withhold vote in the same election such that the Committee would no longer have a quorum, then the directors who did not receive a majority withhold vote will appoint a Board committee among themselves solely for the purpose of considering the tendered resignations and such special committee will recommend to the Board whether to accept or reject them. Such recommendation will be made

promptly and in any event no later than three days prior to the 90th day following the date of the applicable shareholders' meeting.

#### **5. News Release**

Promptly following the Board's decision to accept or reject the tendered resignation, the Corporation shall disclose the decision in a press release, which will include an explanation of the process by which the decision was reached and, if applicable, the Board's reasons for rejecting the tendered resignation. The Corporation shall provide a copy of the press release to the Toronto Stock Exchange promptly following the issuance of such release.

#### **6. Effect of Resulting Vacancy**

If the Board accepts a director's resignation, the Board may (subject to applicable law): (a) leave the vacancy unfilled until the next annual meeting of the Corporation; (b) fill the vacancy through the appointment of a new director (other than the director who tendered his or her resignation); or (c) call a special meeting of shareholders at which a director nominee (other than the director who tendered his or her resignation) will be proposed for election by shareholders.

#### **7. Application of this Policy**

This policy applies only to uncontested elections. This majority voting policy does not apply in any case where the number of individuals nominated for election as directors exceeds the number of directors to be elected, including as a result of a proxy contest.

Each of the current directors of the Corporation has agreed to abide by the provisions of this policy and any subsequent nominee for director will, as a condition to such nomination, be required to abide by this policy. In the event that any director who received a majority withhold vote does not tender his or her resignation in accordance with this policy, he or she shall not be re-nominated by the Board.

#### **8. Review of Policy**

The Committee will review and assess from time to time, as the Committee determines to be necessary, the adequacy of this policy and recommend any proposed changes to the Board for consideration.

#### **9. General**

This is a policy, and is subject to change from time to time by the Board. In addition, the Board may, from time to time, permit departures from the terms of this policy, either prospectively or retrospectively. The terms of this policy are not intended to give rise to civil liability to shareholders of the Corporation or other liability whatsoever.