



LEAD DIRECTOR POSITION DESCRIPTION

The Board of directors (the “**Board**”) of Héroux-Devtek Inc. (the “**Corporation**”) appoints a Lead Director (the “**Lead Director**”), considering that the Executive Chairman of the Board (the “**Executive Chairman**”) is not an independent director. The mandate of the Lead Director is to assist the Executive Chairman in providing independent leadership for the Board, namely in discharging its duties, responsibilities and obligations independently of management.

I. Appointment

The Lead Director will be a duly elected or appointed member of the Board and be appointed annually at the first Board meeting following the annual general meeting of the shareholders and upon recommendation of the Human Resources and Corporate Governance Committee. The Lead Director must be independent within the meaning of *Regulation 52-110 respecting Audit Committees*.

II. Responsibility

The Lead Director’s responsibilities, in addition to the Lead Director’s responsibilities which may be assign to him or her from time to time by the Board, include the following:

1. Provide leadership to ensure that the Board acts independently of the Corporation’s management and other non-independent directors.
2. Ensure that the Board is alert to its obligations to the shareholders and can properly perform its functions.
3. Work with the Executive Chairman to facilitate the proper functioning and effectiveness of the Board.
4. Facilitate the effective and transparent interaction of directors and management, in conjunction with the Executive Chairman.
5. Bring support to the Human Resources and Corporate Governance Committee in the process of assessing the effectiveness of the Board.
6. Oversee the Board’s performance of its mandate.
7. Provide input to the Executive Chairman in the preparation of Board meeting agendas.
8. Chair and direct the meetings of the independent directors.
9. Chair Board meetings in the absence of the Executive Chairman, subject to the provisions of the by-laws of the Corporation.
10. Report to the Executive Chairman on the discussions held during meetings of the independent directors.

11. Serve as communication channel between the independent directors and the Executive Chairman and the Corporation's management.
12. Ensure that independent directors have regular opportunities to meet without management presents.
13. Assist any independent directors who have concerns that cannot be addressed through the Executive Chairman.
14. Recommend, as needed, holding special meetings of the Board.
15. Provide feedback to the Executive Chairman and act as a sounding board with respect to strategies, accountability, relationships and other issues.

III. Miscellaneous

The Lead Director shall carry out any other responsibility assigned by the Board.

At least once every year, or as the Human Resources and Corporate Governance Committee decide, the Lead Director position description will be fully evaluated and updates recommended to the Board for consideration.

APPROVED BY THE HUMAN RESOURCES AND CORPORATE GOVERNANCE CORPORATE GOVERNANCE
COMMITTEE IN MARCH 2019

APPROVED BY THE BOARD OF DIRECTORS IN MARCH 2019