



2024 INFORMATION CIRCULAR

NOTICE OF ANNUAL MEETING OF SHAREHOLDERS

Dear Shareholder,

You are receiving this notification as Héroux-Devtek Inc. (the “**Corporation**”) has elected to use the notice and access model (“**Notice and Access**”) for the delivery of meeting materials to its shareholders for the annual meeting of the shareholders of the Corporation to be held on Tuesday, August 6, 2024 (the “**Meeting**”). Under Notice and Access, instead of receiving printed copies of the Corporation’s Management Proxy Circular (the “**Circular**”), consolidated financial statements for the year ended March 31, 2024, and related management’s discussion and analysis (collectively, the “**Meeting Materials**”), shareholders are receiving this notice with information on how they may access such Meeting Materials electronically. However, together with this notice, shareholders continue to receive a proxy form (in the case of registered shareholders) (“**Proxy Form**”) or a voting instruction form (in the case of non-registered shareholders) (“**Voting Instruction Form**”), enabling them to vote at the Meeting. The Corporation has adopted this alternative means of delivery in order to further its commitment to environmental sustainability and to reduce its printing and mailing costs.

Meeting Date, Location and Purposes

Notice is hereby given that the Meeting will be held virtually via live webcast at <https://web.lumiagm.com/493942374>, at 10:00 a.m., local time, on Tuesday, August 6, 2024 (the “**Meeting Date**”), for the following purposes:

1. to receive the consolidated financial statements of the Corporation for the year ended March 31, 2024, and the auditors’ report thereon;
2. to elect directors;
3. to appoint Ernst & Young LLP as independent auditors of the Corporation and to authorize the directors to fix their remuneration; and,
4. to transact such other business as may properly be brought before the Meeting.

Right to Vote

Please note that you cannot vote by returning this notice. You may vote your shares using Internet, by phone or mail. Please refer to the instructions on your separate Proxy Form or Voting Instruction Form on how to vote using these methods. Proxies to be used at the Meeting must be deposited with the Corporation c/o Computershare Investor Services Inc. (“**Computershare**”), by mail to the address on the envelope provided herewith or in accordance with the instructions indicated in the Proxy Form or Voting Instruction Form. They must be received by the transfer agent no later than 10:00 a.m., local time, on Thursday, August 1, 2024.

You may also vote at the virtual Meeting. The Meeting will be a virtual-only meeting via live audio webcast available online at <https://web.lumiagm.com/493942374>.

The Corporation is holding the Meeting virtually to enable greater participation by shareholders. At the Meeting, shareholders regardless of geographic location, will have an equal opportunity to participate. You will be able to access the Meeting using an internet connected device such as a laptop, computer, tablet or mobile phone, and the meeting platform will be supported across browsers and devices that are running the most updated version of the applicable software plugins. Detailed information on how you can attend, participate in and vote at the Meeting is available in the section of the Circular entitled “Attending the Virtual Meeting”. Only registered shareholders and duly appointed proxyholders (including beneficial shareholders who have appointed themselves as proxyholders) will be entitled to attend, participate, and vote at the Meeting, all in real time. Beneficial shareholders who do not duly appoint themselves as proxyholders may still attend the Meeting and ask questions. Guests will be able to listen to the Meeting but will not be able to vote or ask questions at the Meeting.

It is important to note that shareholders will not be able to attend this year’s Meeting in person. All those participating in the virtual Meeting must remain connected to the internet at all times during the Meeting in order to vote when balloting commences. It is your responsibility to ensure internet connectivity for the duration of the Meeting.

Accessing Meeting Materials Online

The Meeting Materials can be viewed online at <https://investors.herouxdevtek.com/> or under the Corporation’s profile at www.sedarplus.ca.

Requesting Printed Meeting Materials

Shareholders can request that printed copies of the Meeting Materials be sent to them by postal delivery at no cost to them up to one year from the date the Circular was filed on SEDAR+.

Registered shareholders and non-objecting beneficial shareholders may make their request by calling Computershare Investor Services Inc. at 1-866-962-0498 (within North America) and at 514-982-8716 (outside North America) up to the Meeting Date and at 1-877-907-7643 after the Meeting Date.

Objecting beneficial shareholders (shareholders who have objected to the disclosure of their identities and share positions) may make their request by telephone at 1-877-907-7643 by entering the control number located on the Voting Instruction Form and following the instructions provided.

To receive the Meeting Materials in advance of the proxy deposit date and Meeting Date, shareholders' requests for printed copies must be received by July 19, 2024, to ensure timely receipt.

Stratification

The Corporation has determined that those registered and beneficial shareholders with existing instructions on their account to receive printed materials and those registered and beneficial shareholders with addresses outside of Canada and the United States will receive a printed copy of the Meeting Materials with this notice.

Dated at Longueuil, Québec, Canada this June 18, 2024.

By order of the Board of Directors,

(s) François Renaud
François Renaud, Secretary

IMPORTANT

It is desirable that as many shares as possible be represented at the Meeting. If you do not expect to attend and would like your shares represented, please sign the enclosed proxy and return it as soon as possible in the envelope provided. The Corporation urges shareholders to review the Meeting Materials before voting.

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All amounts reported are in Canadian dollars unless otherwise indicated.

MANAGEMENT PROXY CIRCULAR

This management proxy circular (the “Circular”) is furnished in connection with the solicitation of proxies by the management of Hérroux-Devtek Inc. (the “Corporation” or “Hérroux-Devtek”) for use at the annual meeting of the shareholders of the Corporation (the “Meeting”) to be held on Tuesday, August 6, 2024 (the “Meeting Date”) and at every adjournment thereof. Solicitation will be primarily by mail but proxies may also be solicited by telephone, or personally by directors, officers or employees of the Corporation. The Corporation will bear all expenses in connection with the solicitation of proxies.

To be used at the Meeting, the proxy must be deposited with the Corporation c/o Computershare Investor Services Inc., (“Computershare”) by mail to the address on the envelope provided herewith or in accordance with the instructions indicated in the Proxy Form or Voting Instruction Form. Computershare must receive your proxy no later than 10:00 a.m., local time, on Thursday, August 1, 2024.

The Meeting will be held in a virtual-only format that will be conducted via live webcast at <https://web.lumiagm.com/493942374>. For a summary of how shareholders may attend the meeting online, see “Attending the Virtual Meeting” below.

Voting by Proxy

Shares represented by properly executed proxies in favour of the persons designated in the enclosed form of proxy will be voted or withheld from voting on any ballot that may be called for and, if the shareholder specifies a choice in respect of the matters to be voted upon, the shares shall be voted or withheld from voting in accordance with the specification made by the shareholder. **If no specification is made, such shares will be voted for (i) the election of the directors specified in this Circular and (ii) the appointment of Ernst & Young LLP as independent auditors of the Corporation and the fixing of their remuneration by the directors.**

The enclosed proxy confers discretionary authority upon the persons named therein with respect to amendments or variations to matters identified in the Notice (as defined below) relating to the Meeting and other matters which may properly come before the Meeting other than for the election of a director who would not be named in this Circular. At the date of this Circular, the management of the Corporation is not aware that any such amendments, variations or other matters are to be presented for action at the Meeting.

Appointment of Proxy

The persons named in the enclosed form of proxy are executive officers of the Corporation. **A shareholder has the right to appoint a person, who need not be a shareholder of the Corporation, other than the persons designated in the accompanying form of proxy, to attend and act on his or her behalf at the Meeting. To exercise this right, a shareholder may either cross out the names printed on the form of proxy and insert such other person’s name in the blank space provided in the accompanying form of proxy or complete another appropriate form of proxy.**

Revocability of Proxy

A proxy given pursuant to this solicitation may be revoked by an instrument in writing executed by the shareholder or by the shareholder’s attorney authorized in writing and transmitted either to c/o Computershare Investor Services Inc., 650 de Maisonneuve Ouest Boulevard, 7th floor Montréal, Québec, Canada H3A 3T2, at any time up to and including the last business day preceding the day of the Meeting or any adjournment thereof at which the proxy is to be used, or to the Chairman or Secretary of such Meeting on the day of the Meeting or any adjournment thereof, or by any other manner permitted by law.

Beneficial Shareholders

A beneficial shareholder (“**Beneficial Shareholder**”) is a shareholder whose shares are registered in the name of a representative, such as an investment dealer or another intermediary (collectively, “**Intermediaries**”), rather than in the shareholder’s name. Most of the Corporation’s shareholders are Beneficial Shareholders.

In accordance with Canadian securities legislation, the Notice (as defined herein) is being sent to both registered and Beneficial Shareholders. There are two types of Beneficial Shareholders: shareholders who have objected to the disclosure of their identities and share positions (“**OBO’s**”) and shareholders who do not object to the Corporation knowing who they are (“**NOBO’s**”).

In the case of NOBO’s, the Notice (as defined herein) has either (a) been sent by the Corporation (or its agent) directly to NOBO’s, or (b) been sent by the Corporation (or its agent) to intermediaries holding on behalf of NOBO’s for distribution to such shareholder. If you are a NOBO and the Corporation (or its agent) has sent the Notice (as defined herein) directly to you, your personal information has been obtained in accordance with applicable securities regulatory requirements from the intermediary holding on your behalf. By choosing to send this notice to you directly, the Corporation (and not the intermediary holding on your behalf) has assumed responsibility for (i) delivering this notice to you, and (ii) executing your proper voting instructions.

As it relates to OBO's, the Corporation intends to pay Intermediaries to send proxy-related materials and Voting Instruction Forms to OBO's. Most intermediaries delegate responsibility for obtaining voting instructions from clients to Broadridge Financial Solutions, Inc. ("**Broadridge**"). Broadridge mails a Voting Instruction Form in lieu of a Proxy Form provided by the Corporation. For your common shares to be voted, you must follow the instructions on the Voting Instruction Form that is provided to you.

How to Vote

Please note that you have two ways to vote your shares: (i) by submitting your Proxy Form or other Voting Instruction Form as per instructions indicated, or (ii) during the Meeting, see for further instructions "Attending the Virtual Meeting – How to Vote during the Meeting" below. Even if you plan on virtually attending the Meeting, we nonetheless recommend to vote prior to the Meeting in order to tabulate your vote in advance.

Attending the Virtual Meeting

The Meeting will be conducted by way of a live webcast through a virtual platform with integrated slides and real-time balloting. We hope that hosting a virtual meeting will increase participation by our shareholders, as it will enable shareholders to more easily attend the Meeting regardless of their geographic location. Shareholders will not be able to physically attend the Meeting.

Registered shareholders and duly appointed proxyholders will be able to attend the virtual Meeting and vote in real time, provided they are connected to the internet and follow the instructions in this Circular. Beneficial Shareholders who wish to attend the Meeting and vote in real time must appoint themselves as proxyholders. Beneficial Shareholders who have not duly appointed themselves as proxyholders will be able to attend the virtual Meeting as guests but will not be able to vote at the virtual Meeting.

Shareholders who wish to appoint a person other than the nominees identified in the Proxy Form or Voting Instruction Form (including non-registered shareholders who wish to appoint themselves to attend the virtual Meeting) must carefully follow the instructions in this Circular and on their Proxy Form or Voting Instruction Form. These instructions include the additional step of registering such proxyholder with our transfer agent, Computershare, after submitting the Proxy Form or Voting Instruction Form. Failure to register the proxyholder with Computershare will result in the proxyholder not receiving a control number to participate in the virtual Meeting and only being able to attend as a guest. Guests will be able to listen to the virtual Meeting but will not be able to vote.

Appointing and registering a third party proxyholder

Shareholders who wish to appoint a third party proxyholder, or Beneficial Shareholders who wish to appoint themselves as proxyholders in order to attend the virtual Meeting, must complete the following steps:

1. Submit their Proxy Form or Voting Instruction Form as instructed on the document, identifying either yourself or the third party proxyholder as appropriate; and,
2. Go to <https://www.computershare.com/herouxdevtek> and register themselves or the third party as appropriate. Computershare will then provide the registered party with login credentials in order to attend and vote in the virtual Meeting.

How to Attend the Meeting

We encourage you to log into the Meeting at least one hour (1 hr) prior to the commencement of the Meeting. You may begin to log into the Meeting virtual platform beginning at 9:00 AM (Eastern Daylight Time) on **August 6, 2024**. The Meeting will begin promptly at 10:00 AM (Eastern Daylight Time) on **August 6, 2024**.

Please follow these steps in order to attend:

Registered shareholders and duly-appointed proxyholders

1. Log into <https://web.lumiagm.com/493942374> at least 15 minutes before the meeting starts;
2. Insert the control number contained on your form of proxy or the user name emailed to you by Computershare as user name;
3. Insert the password "hd2024"; and,
4. Follow the instructions on screen to vote as needed

The "control number" of a registered shareholder is the 15-digit control number located on the form of proxy received. The "control number" of a proxyholder is the 4-letter code that Computershare Trust will send to the proxyholder by email after the cut-off time for voting, provided the proxyholder was designated.

Guests and Beneficial Shareholders who have not appointed themselves as proxy

1. Log into <https://web.lumiagm.com/493942374> at least 15 minutes before the meeting starts; and,
2. Click "I am a guest" and fill in the online form (guests are permitted to attend, but not vote).

How to Vote During the Meeting

Once voting has opened, the voting tab will appear on the navigation bar at the top of your screen. The resolutions and voting choices will then be displayed. After you vote, a message confirming “vote received” will appear. Your vote can be changed by simply clicking the other option. If you wish to cancel your vote, please press “Cancel”.

How to Ask Questions During the Meeting

Questions can be submitted at any time during the Meeting. To submit a question, select the messaging tab at the top of your screen. Type your message within the text box at the top of the messaging screen and then click the send button.

Please note that questions submitted during the Meeting via the online platform will be moderated before being sent to the Chair. Questions on the same topic or otherwise substantially similar may be grouped, summarized and addressed at the same time to avoid repetition. The Chair of the Meeting reserves the right to edit or reject questions that are inappropriate.

Difficulties in Accessing the Meeting

Internal network security protocols including firewalls and VPN connections may block access to the Lumi platform. If you are experiencing any difficulty connecting or watching the Meeting, ensure your VPN setting is disabled or use a computer on a network not restricted to security settings of your organization. For further help, contact Lumi at: support-ca@lumiglobal.com

Notice and Access

The Corporation has elected to use the notice and access model (“**Notice and Access**”) provided for under Regulation 54-101 *respecting Communication with Beneficial Owners of Securities of a Reporting Issuer* for the delivery of meeting materials to its shareholders for the Meeting, namely the Circular, consolidated financial statements for the year ended March 31, 2024 and related management’s discussion and analysis (collectively, the “**Meeting Materials**”). The Corporation has adopted this alternative means of delivery in order to further its commitment to environmental sustainability and to reduce its printing and mailing costs.

Under Notice and Access, instead of receiving printed copies of the Meeting Materials, shareholders receive a notice (the “**Notice**”) with information on the date, location and purpose of the Meeting, as well as information on how they may access the Meeting Materials electronically.

Shareholders with existing instructions on their account to receive printed materials and those shareholders with addresses outside of Canada and the United States will receive a printed copy of the Meeting Materials with the Notice.

The Corporation urges shareholders to review this Circular before voting.

Accessing Meeting Materials Online

The Meeting Materials can be viewed online at <https://investors.herouxdevtek.com/> or under the Corporation’s profile at www.sedarplus.ca.

Requesting Printed Meeting Materials

Shareholders can request that printed copies of the Meeting Materials be sent to them by postal delivery at no cost to them up to one year from the date the Circular was filed on SEDAR+.

Registered shareholders and NOBO’s may make their request by calling Computershare at 1-866-962-0498 (within North America) and at 514-982-8716 (outside North America) up to the Meeting Date and at 1-877-907-7643 after the Meeting Date.

OBO’s may make their request by telephone at 1-877-907-7643 by entering the control number located on the Voting Instruction Form and following the instructions provided.

To receive the Meeting Materials in advance of the proxy deposit date and Meeting Date, shareholders’ requests for printed copies must be received by July 19, 2024, to ensure timely receipt.

Voting Rights and Principal of Voting Securities

As of June 12, 2024, (the “Record Date”), 33,673,570 common shares, without nominal or par value, of the Corporation were outstanding. Holders of common shares of record at the close of business on the Record Date will be entitled to one vote for each such share held by them except to the extent that a person has transferred any shares after the Record Date and the transferee of such shares establishes proper ownership of such common shares and demands, not later than 10 days before the Meeting, to be included in the list of shareholders entitled to vote at the Meeting.

To the knowledge of the directors and senior officers of the Corporation, the only persons who beneficially own, directly or indirectly, or exercise control or direction over more than 10% of the common shares of the Corporation are, as at June 12, 2024, the following:

Name	Number of Common Shares	Percentage of Outstanding Common Shares
Caisse de dépôt et placement du Québec	4,807,395	14.3%
Seymour Investment Management Ltd.	3,866,204	11.5%
Fonds de solidarité des travailleurs du Québec	3,679,709	10.9%

ELECTION OF DIRECTORS

The affairs of the Corporation are managed by a board of directors of the Corporation (the “Board”). The members of the Board are elected annually, on an individual basis, at each annual meeting of shareholders to hold office until the next annual meeting unless, prior thereto, he or she resigns, or the office of such director becomes vacant by death, removal or other cause.

By resolution of the Board, the precise number of directors has been fixed at ten directors. All nominees have served continuously as directors of the Corporation since their appointment or first election in such capacity. Therefore, a total of ten nominees are being proposed as directors for election by the shareholders at the Meeting. See section Board of Directors for information about the nominees for election, including their principal occupation, the years in which they became directors of the Corporation and the number of common shares of the Corporation owned directly or indirectly, controlled or directed by the nominees.

The Board, upon recommendation of the Human Resources and Corporate Governance Committee (the “Human Resources Committee”), has adopted and implemented a majority voting policy. Such policy provides that in an uncontested election of directors of the Corporation, any nominee who receives a greater number of votes “withheld” than votes “for” will promptly tender his or her resignation to the Chairman of the Board following the Corporation’s meeting of shareholders. The Human Resources Committee shall consider the resignation offer and shall recommend to the Board whether to accept it or not. The Board will make its decision and announce it in a press release within 90 days following the meeting, including the reasons for rejecting the resignation, if applicable. A director who tenders a resignation pursuant to this policy will not participate in any meeting of the Board or of the Human Resources Committee at which the resignation is considered.

The persons designated on the enclosed form of proxy intend to vote for the election of the nominees whose names are set forth under section Board of Directors below.

APPOINTMENT AND REMUNERATION OF AUDITORS

At the Meeting, the shareholders will be called upon to appoint Ernst & Young LLP as independent auditors of the Corporation to hold office until the next annual meeting of shareholders and to authorize the directors to establish the remuneration of the auditors appointed.

Unless instructions are given to abstain from voting with regard to the appointment of auditors, the persons named in the enclosed form of proxy intend to vote FOR the appointment of Ernst & Young LLP, as independent auditors of the Corporation, at a remuneration for their services to be determined by the Board.

BOARD OF DIRECTORS

The following individuals are nominated for election as directors. The total market value of common shares and deferred share units (“DSUs”) is estimated by multiplying the number of shares or DSUs by the closing share price prior to June 1, 2024, being \$23.00 as at May 31, 2024 and \$13.59 as at May 31, 2023.

The Board has approved a minimum share ownership requirement for non-employee members of the Board equivalent to three times the Director’s compensation as a member of the Board. Please see *Director Compensation* below for further details.

Each director nominee's independence is determined on the basis of applicable securities legislation.

NATHALIE BOURQUE

Quebec, Canada	Principal Occupation
Director since 2015	Corporate Director and, since 2023, Chair of the Risk and Audit Committee of WADA, the World Anti-doping Agency. From 2012 to 2020, member of the Board and of the Human Resources and Corporate Governance Committee of Alimentation Couche-Tard Inc. From 2017 to February 2020, member of the Board and of the Audit Committee and Chair of the Human Resources and Corporate Governance Committee of Hexo Corporation. From 2005 to 2015, Vice President, Public Affairs and Global Communications at CAE Inc. Prior to 2005, partner at NATIONAL Public Relations.
Independent	
Member of the Audit Committee	

Securities held and market value as at June 1,

	Common Shares	DSUs	Market Value	Meets share ownership requirement
2024	25,000	27,150	\$1,199,450	Yes
2023	25,000	23,977	665,597	Yes

MARTIN BRASSARD

Quebec, Canada	Principal Occupation
Director since 2019	President and Chief Executive Officer, Héroux-Devtek Inc. since June 2019; Executive Vice-President and Chief Operating Officer from November 2014 to June 2019.
Non-independent	

Securities held and market value as at June 1,

	Common Shares	DSUs	Market Value	Meets share ownership requirement
2024	254,877	—	\$5,862,171	Yes
2023	251,668	—	3,420,168	Yes

TED DI GIORGIO

Quebec, Canada	Principal Occupation
Director since 2023	Corporate Director. Mr. Di Giorgio, FCPA, was a partner at Ernst & Young, where he worked for 35 years until he retired in 2021. During his career, he led the audits of many publicly traded companies in various sectors, including the aerospace, financial services and technology sectors. He has also served on the board of several not-for-profit organizations.
Independent	
Member of the Audit Committee	

Securities held and market value as at June 1,

	Common Shares	DSUs	Market Value	Meets share ownership target
2024	3,000	4,749	\$178,227	No*
2023	3,000	1,576	62,188	No*

* Board members have four years from first date of election to comply with share ownership targets.

DIDIER EVRARD

Île-de-France, France	Principal Occupation
Director since 2021	Corporate Director. A 40-year European aerospace veteran, from 2015 to 2018, Mr. Evrard served as Executive Vice President and Head of Programs at Airbus Commercial Aircraft. From 2007 to 2015, he was Head of the A350 XWB Program. Between 2002 and 2007, he acted as Program Lead at defence conglomerate MBDA. Since his retirement in 2019 he acts as a consultant for various aerospace companies. Since April 2022, member of the Monitoring Committee of MECA DEV SAS (Mécachrome) and Chairman since July 2022. He is also Chair of the Monitoring Committee of Tecalemit Group SAS acting as an operating partner of Tikehau ACE Capital.
Independent	
Member of the Human Resources Committee	

Securities held and market value as at June 1,

	Common Shares	DSUs	Market Value	Meets share ownership requirement
2024	—	29,418	\$676,614	Yes
2023	—	20,007	271,895	No*

* Board members have four years from first date of election to comply with share ownership targets.

GILLES LABBÉ

Quebec, Canada	Principal Occupation
Director since 1985	Executive Chairman of the Board of Héroux-Devtek. From 1989 to 2019, President and Chief Executive Officer of the Corporation. Since 2010, member of the board of directors and Chair of the Audit and Risk Management Committee of CGI Inc.
Non-Independent	

Securities held and market value as at June 1,

	Common Shares ⁽¹⁾	DSUs	Market Value	Meets share ownership requirement
2024	2,978,714	—	\$68,510,422	Yes
2023	2,974,999	—	40,430,236	Yes

⁽¹⁾ 2,847,538 common shares included in this number are held by 2945-0228 Québec Inc. This company is controlled by Mr. Gilles Labbé.

LOUIS MORIN

Quebec, Canada	Principal Occupation
Director since 2008	Since June 2010, President of Busrel Inc., North-American supplier of promotional items. Up to March 31, 2009, Vice President and Chief Financial Officer of Quebecor Inc. From December 2003 until January 2006, he was the Chief Financial Officer of Bombardier Recreational Products Inc. From April 1999 until February 2003, Mr. Morin was the Senior Vice President and Chief Financial Officer of Bombardier Inc. where he was working since 1982.
Independent	
Chair of the Audit Committee	

Securities held and market value as at June 1,

	Common Shares	DSUs	Market Value	Meets share ownership requirement
2024	20,000	33,311	\$1,226,153	Yes
2023	20,000	30,138	681,375	Yes

JAMES J. MORRIS

California, U.S.A.	Principal Occupation
Director since 2013	Corporate Director and consultant. Up to December 31, 2006, Vice President Engineering and Manufacturing for Boeing Commercial Airplanes.
Independent	
Chair of the Human Resources Committee	

Securities held and market value as at June 1,

	Common Shares	DSUs	Market Value	Meets share ownership requirement
2024	46,500	69,409	\$2,665,907	Yes
2023	46,500	62,137	1,476,377	Yes

BRIAN A. ROBBINS

Ontario, Canada	Principal Occupation
Director since 2000	Executive Chairman, Exco Technologies Limited.
Independent	
Member of the Audit Committee	

Securities held and market value as at June 1,

	Common Shares ⁽¹⁾	DSUs	Market Value	Meets share ownership requirement
2024	50,000	83,252	\$3,064,796	Yes
2023	50,000	76,272	1,716,036	Yes

⁽¹⁾ 40,000 shares included in this number are held by 1155924 Ontario Limited, a corporation wholly owned by Mr. Brian A. Robbins and family.

ANNIE THABET

Quebec, Canada	Principal Occupation
Director since 2021	Corporate Director with more than 35 years of experience namely in corporate development, asset management, private equity, mergers, acquisitions, and financing transactions. Her past experiences include Celtis Capital, a boutique investment banking services which she co-founded in 2003, AT Capital, an investment management company she founded in 1998, Société générale de financement du Québec and PricewaterhouseCoopers. Ms Thabet is also a director of Transcontinental Inc., Russel Metals Inc. and Manac Inc. She also serves on the board of directors of the Institute for governance (IGOPP) and the BRP Center of Advanced Technologies – Sherbrooke University. She previously served on the board of directors of The Jean Coutu Group and is a former Chair of the board of the Institute of Corporate Directors – Québec.
Independent	
Member of the Human Resources Committee	

Securities held and market value as at June 1,

	Common Shares	DSUs	Market Value	Meets share ownership target
2024	3,670	21,857	\$587,121	Yes
2023	3,670	14,877	252,053	No*

* Board members have four years from first date of election to comply with share ownership targets.

BEVERLY WYSE

Washington, U.S.A.	Principal Occupation
Director since 2019	Corporate Director and consultant. Over 30 years of experience at The Boeing Company, including as President of Shared Services, Vice President and General Manager of Boeing South Carolina and Vice President and General Manager of the 737 and 767 programs. Director and member of the Audit, ESG and Remuneration Committees of IperionX Limited and, until 2023, Chair of the board of trustees of Olin College of Engineering.
Independent Lead Director	
Member of the Human Resources Committee	

Securities held and market value as at June 1,

	Common Shares	DSUs	Market Value	Meets share ownership target
2024	13,800	39,826	\$1,233,398	Yes
2023	13,800	27,422	560,207	Yes

* Board members have four years from first date of election to comply with share ownership targets.

To the Corporation's knowledge, no proposed director is, at the date of this Circular, or has been, within 10 years before the date of this Circular, a director, chief executive officer or chief financial officer of any company that, (i) while the proposed director was acting in that capacity, was the subject of a cease trade or similar order or an order that denied the relevant company access to any exemption under securities legislation, for a period of more than 30 consecutive days, or (ii) after the proposed director ceased to act in that capacity but which resulted from an event that occurred while that person was acting in such capacity, was the subject of a cease trade or similar order or an order that denied the relevant company access to any exemption under securities legislation, for a period of more than 30 consecutive days.

To the Corporation's knowledge, no proposed director is, at the date of this Circular, or has been, within 10 years before the date of this Circular, a director or executive officer of any company that, while that person was acting in that capacity, or within a year of that person ceasing to act in that capacity, became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold its assets.

In addition, to the knowledge of the Corporation, no proposed director has, within 10 years before the date of this Circular, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or become subject or instituted any proceedings, arrangement or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold the assets of the directors, executive officers or shareholders.

Furthermore, to the knowledge of the Corporation, no proposed director has been subject to any penalties or sanctions imposed by a court relating to securities legislation or by a securities regulatory authority or has entered into a settlement agreement with a securities regulatory authority, or has been subject to any other penalties or sanctions imposed by a court or regulatory body that would likely be considered important to a reasonable shareholder in deciding whether to vote for a proposed director.

DIRECTOR COMPENSATION

The following table sets forth, to the extent required by applicable securities legislation, all amounts of compensation provided to the directors of the Corporation for the most recent completed fiscal year ended March 31, 2024.

Name ⁽¹⁾	Fees earned ⁽²⁾	Share-based awards ⁽³⁾⁽⁴⁾	Total
Nathalie Bourque	\$60,000	\$50,000	\$110,000
Ted Di Giorgio	76,667	50,000	126,667
Didier Evrard	—	146,904	146,904
Louis Morin	91,667	50,000	141,667
James J. Morris	46,371	113,781	160,152
Brian A. Robbins	16,667	110,000	126,667
Annie Thabet	16,667	110,000	126,667
Beverly Wyse	—	193,508	193,508

⁽¹⁾ During fiscal year 2024, Mr. Gilles Labbé and Mr. Martin Brassard were also Executive Officers of the Corporation and neither received any director fees. Their compensation is disclosed in the Summary Compensation Table and elsewhere in this Circular.

⁽²⁾ Some directors have elected to receive some or all of their annual retainer fees paid in DSUs.

⁽³⁾ All awards have been made under the DSU Plan as described below.

⁽⁴⁾ For the purposes of this table and in accordance with paragraph 3.1 of Item 3 of Form 51-102F6 of the Regulation 51-102 respecting Continuous Disclosure Obligations, share-based awards include award amounts based on the grant date fair value of the award of DSUs for the fiscal year in question.

Deferred Share Unit Plan

In May 2011, the Board introduced the Deferred Share Unit Plan (“**DSU Plan**”) to enhance the Corporation’s ability to attract and retain high quality individuals to serve as members of the Board and participate in the Corporation’s long-term success and to promote a greater alignment of interests between the Corporation’s non-employee directors and its shareholders. Refer to the Equity Compensation Plans section hereafter for details regarding the DSU Plan.

Retainer Fees

Each non-executive director receives payment of an annual retainer fee as well as each member of a committee of the Board. Directors also receive reimbursement for reasonable expenses incurred in connection with attending Board and committee meetings. The retainer is composed of the following three components, in Canadian dollars for Canadian directors and US Dollars for non-Canadian directors:

Board Membership		Committee Chairs		Committee Members	
Lead Director	\$ 75,000	Human Resources Committee	\$ 20,000	Human Resources Committee	\$ 10,000
Board Member	\$ 50,000	Audit Committee	\$ 20,000	Audit Committee	\$ 10,000

An eligible director under the DSU Plan may elect annually to receive up to 100% of its annual retainer fees in DSUs. In addition, all non-employee directors will receive as long-term incentive pay a number of DSUs that would represent, on the date of their grant, \$50,000 for Canadian directors, US\$50,000 for non-Canadian directors and US\$60,000 for the lead independent director (“**Lead Director**”). The portion of DSUs granted to a director as annual retainer usually vests in stages over 12 months starting on August 1st of each year of grant with 1/12 of the DSUs vesting on the last day of each month.

Share Ownership Requirements

In order to align their interests with shareholders, the Board approved a minimum share ownership requirement for members of the Board. Members of the Board must own, directly or indirectly, a number of common shares and DSUs of the Corporation having a market value equal to three times the amount of the annual compensation payable to them, it being understood that a new director shall have a period of four years to comply with such requirement.

Director Outstanding Share-based Awards

The following table summarizes all outstanding director share-based awards as at March 31, 2024:

Name ⁽²⁾	Share-based Awards ⁽¹⁾		
	Number of shares or units of shares that have not vested ⁽³⁾	Market or payout value of share-based awards that have not vested ^{(3),(4)}	Market or payout value of vested share-based awards not paid out or distributed ^{(3),(4)}
Nathalie Bourque	—	\$ —	\$ 493,859
Ted Di Giorgio	—	—	86,384
Didier Evrard	1,711	31,123	503,990
Louis Morin	—	—	605,927
James J. Morris	998	18,154	1,244,396
Brian A. Robbins	1,269	23,083	1,491,271
Annie Thabet	1,269	23,083	374,496
Beverly Wyse	2,424	44,093	680,342

⁽¹⁾ All awards have been made under the DSU Plan as hereinafter described.

⁽²⁾ During fiscal year 2024, Mr. Gilles Labbé and Mr. Martin Brassard were also Executive Officers of the Corporation and neither received any director fees. Their compensation is disclosed in the Summary Compensation Table and elsewhere in this Circular.

⁽³⁾ The portion of DSUs granted to a director as annual retainer fees usually vests in stages over 12 months starting on August 1st of each year of grant with 1/12 of the DSUs vesting on the last day of each month.

⁽⁴⁾ This amount is calculated based on the closing share price at the end of the fiscal year 2024. On March 28, 2024, being the last trading day of fiscal year 2024, the closing price of the Corporation's common shares on the Toronto Stock Exchange (the "TSX") was \$18.19 (HRX-T).

Director Incentive Plan Awards – Value Vested During the Year

Name ⁽¹⁾	Share-based awards – Value vested during the year ⁽²⁾
Nathalie Bourque	\$ 50,006
Ted Di Giorgio	50,006
Didier Evrard	149,580
Louis Morin	50,006
James J. Morris	115,353
Brian A. Robbins	112,092
Annie Thabet	112,092
Beverly Wyse	197,280

⁽¹⁾ During fiscal year 2024, Mr. Gilles Labbé and Mr. Martin Brassard were also Executive Officers of the Corporation and neither received any director fees. Their compensation is disclosed in the Summary Compensation Table and elsewhere in this Circular.

⁽²⁾ All awards have been made under the DSU Plan as hereinafter described. The portion of DSUs granted to a director as annual retainer fees usually vests in stages over 12 months starting on August 1st of each year of grant with 1/12 of the DSUs vesting on the last day of each month.

CORPORATE GOVERNANCE DISCLOSURE

The following discussion addresses the Corporation's corporate governance practices, and has been prepared in accordance with Regulation 58-101 respecting *Disclosure of Corporate Governance Practices* ("Regulation 58-101") and Form 58-101F1.

1. Board of Directors

- (a) As at June 18, 2024, the following directors are independent within the meaning of section 1.4 of Regulation 52-110 respecting *Audit Committees* ("Regulation 52-110"):

Nathalie Bourque
 Ted Di Giorgio
 Didier Evrard
 Louis Morin
 James J. Morris
 Brian A. Robbins
 Annie Thabet
 Beverly Wyse

- (b) Gilles Labbé as Executive Chairman of the Board and Martin Brassard as President and Chief Executive Officer are not independent within the meaning of section 1.4 of Regulation 52-110.
- (c) A majority of the directors of the Corporation are independent within the meaning of section 1.4 of Regulation 52-110.
- (d) The following table sets forth the name of each director of the Corporation who is presently a director of another issuer that is a reporting issuer, the name of the other issuer, the market(s) on which the other issuers are listed or traded and the list of any board committees with the other issuer(s) on which the director is a member:

Director	Issuer Name	Market	Board Committee
Gilles Labbé	CGI Inc.	TSX NYSE	Chair of the Audit and Risk Management Committee
Brian A. Robbins	Exco Technologies Limited	TSX	N/A
Annie Thabet	Russel Metals Inc.	TSX	Chair of the Audit Committee, Management Resources and Compensation Committee
	Transcontinental Inc.	TSX	Audit Committee, Governance and Social Responsibility Committee
Beverly Wyse	IperionX Limited	ASX	Audit, ESG and Remuneration Committees

The Corporation's corporate governance guidelines provide that, as a general rule, the President and Chief Executive Officer of the Corporation as well as any other executive officer (other than the Executive Chairman and Vice Chairman of the Board) may not serve simultaneously on the board of more than one other public company, the Executive Chairman or Vice Chairman of the Board may not serve simultaneously on the board of more than two other public companies, and non-executive directors may not serve simultaneously on the board of more than five other public companies, in each case unless the Board determines that simultaneous service will not materially adversely affect the Board from acting independently or from fulfilling its mandate in accordance with applicable law. A director wishing to join any other board of directors, whether a private or public corporation, must first request permission of the Executive Chairman of the Board so that the appropriate review can be undertaken to confirm if it creates a board interlock and to ensure that there is no potential conflict or any other legal or business concerns. Should it be that the Executive Chairman of the Board who wishes to join any other board of directors, then such request shall be first made with the Chair of the Human Resources Committee. As at June 18, 2024 there are no interlocking directorships among the directors of the Corporation.

- (e) The independent directors meet without the presence of members of management at the end of each regular meeting unless they waive such requirement, subject to a minimum of two such meetings per fiscal year. During the fiscal year ended March 31, 2024, the independent directors met three times without the presence of management.
- (f) The Board has developed a written position description for the Executive Chairman of the Board and the Lead Director. The Lead Director provides leadership to ensure the Board acts independently of the Corporation's management and non-independent directors, ensures the Board is alert to its obligations to the shareholders and can properly perform its functions, facilitates the proper functioning and effectiveness of the Board and facilitates the effective and transparent interaction of directors and management.

- (g) The following table summarizes for each of the directors the number of Board and standing committee meetings they have attended for the financial year ended on March 31, 2024.

Director	Board Meetings	Audit Committee Meetings	Human Resources Committee Meetings
Nathalie Bourque	9 of 9	4 of 4	-
Martin Brassard	9 of 9	-	-
Ted Di Giorgio	9 of 9	4 of 4	-
Didier Evrard ⁽¹⁾	9 of 9	2 of 2	3 of 3
Gilles Labbé	9 of 9	-	-
Louis Morin	9 of 9	4 of 4	-
James J. Morris	9 of 9	-	7 of 7
Brian A. Robbins ⁽²⁾	8 of 9	2 of 2	4 of 4
Annie Thabet	9 of 9	-	7 of 7
Beverly Wyse ⁽¹⁾	9 of 9	2 of 2	3 of 3

⁽¹⁾ *Didier Evrard and Beverly Wyse ceased to be members of the Audit Committee and were appointed on the Human Resources Committee on August 8, 2023;*

⁽²⁾ *Brian A. Robbins ceased to be a member of the Human Resources Committee and was appointed on the Audit Committee on August 8, 2023.*

2. Board Mandate

Role of the Board

The Board is elected by the Corporation's shareholders to supervise, directly and through its committees, the management of the business and affairs of the Corporation, which are conducted by its officers and employees under the direction of the President and Chief Executive Officer.

The primary stewardship responsibility of the Board is to ensure that the management conducts the business and affairs of the Corporation with the main objectives to enhance shareholder value in a manner that recognizes the concerns of other stakeholders in the Corporation, including its employees, suppliers, customers and the communities in which it operates, to continuously improve the Corporation's performance and quality of its products and services, and to ensure its continuous growth and development. In doing so, the members of the Board must act honestly and in good faith with a view to the best interests of the Corporation.

Mandate and Objectives

The mandate of the Board includes setting long-term goals and objectives for the Corporation, formulating the plans and strategies necessary to achieve those objectives, and supervising senior management who is responsible for the implementation of the Board's objectives and day-to-day management of the Corporation. The Board retains a supervisory role and ultimate responsibility for all matters relating to the Corporation and its business.

The Board discharges its responsibility both directly and through its committees, including the Audit Committee and the Human Resources Committee. The Board may also appoint ad hoc committees periodically to address issues on a more short-term tenure.

Composition and Procedures

Size of Board and candidate selection process – Subject to the minimum number of directors set out at three in the articles of the Corporation, the Board takes into account recommendations of the Human Resources Committee with respect to the desired size and profile of the Board, the need for recruitment and the expected experience of new candidates.

The size of the Board must be sufficient in number to ensure a diversity of skills and perspectives and to provide useful experience to the Board supervising the management of the Corporation as well as members on the various Board committees, while allowing the Board to function efficiently and effectively.

The Human Resources Committee reviews and recommends to the Board the candidates for nomination and election as directors. The Board approves the final choice of candidates for nomination and election by the shareholders. Between annual meetings, the Board may appoint directors to serve until the next annual meeting in compliance with the provisions of the Corporation's articles and by-laws.

Election – Board members will be elected at the annual meeting of shareholders and will serve until their resignation or until their successors are duly appointed or elected.

Qualifications – Directors should have the highest personal and professional ethics and values and be committed to advancing the best interests of the shareholders of the Corporation. They should possess skills and competencies in areas that are relevant to the Corporation's activities, solid business experience, good judgment, integrity, financial literacy and the ability to allocate the necessary time and effort to perform Board and committees duties. A majority of the Board shall be composed of independent directors within the meaning of section 1.4 of Regulation 52-110.

The Board, upon the recommendation of the Human Resources Committee, shall appoint a Chairman of the Board, who should be an independent director. At all times the same person may not occupy the position of Chairman of the Board and of the President and the Chief Executive Officer. Should the Chairman not be an independent director, the Board, upon recommendation of the Human Resources Committee, will appoint a Lead Director.

The retirement age for members of the Board is normally fixed at 75 years.

Director orientation – The Executive Chairman of the Board, the President and Chief Executive Officer and the Chief Financial Officer are responsible for providing an orientation and education program for new directors with a view to ascertaining that all new directors fully understand the role of the Board and its committees, as well as the contribution individual directors are expected to make (including, in particular, the commitment of time and energy that the Corporation expects from its directors), and the nature and operation of the Corporation's business. The Board shall encourage and provide opportunities for all directors to continually update their skills as well as their knowledge of the Corporation, its business and its senior management, through the orientation and education program.

Committees – The Board has established two standing committees to assist the Board in discharging its responsibilities: the Audit Committee and the Human Resources Committee. Special committees may be established from time to time to assist the Board in connection with specific matters on a more short-term tenure. Each committee operates according to a Board approved written mandate outlining its duties and responsibilities. The chair of each committee reports to the Board following meetings of the committee.

Evaluation – The Human Resources Committee with the support of the Lead Director bears the responsibility to assess the Board's performance as a whole as well as that of individual directors and performs an annual evaluation of the effectiveness of the Board as a whole, the committees of the Board and the contributions of individual directors. The Human Resources Committee, with the support of the Lead Director, reports to the Board on such evaluation.

Meeting and Procedures – The Board meets at least quarterly and as many additional times as necessary to carry out its duties effectively. The Board is responsible for its agenda. Prior to each Board meeting, the President and Chief Executive Officer discusses agenda items for the meeting with the Executive Chairman of the Board. Materials for each meeting will be distributed to the directors in advance of the meetings.

The independent directors meet, without the presence of members of management, at the end of each regular meeting (unless they waive such requirement) and they have at least two such meetings each year.

Quorum for meetings of the Board shall be a majority of its members; quorum shall be maintained throughout the meeting. The powers of the Board may be exercised at a meeting at which a quorum of the Board is present in person or by telephone or other electronic means or by a resolution signed by all members entitled to vote on that resolution at a meeting of the Board.

Each member (including the Executive Chairman of the Board) is entitled to one vote in Board proceedings.

At all meetings of the Board, every question shall be decided by a majority of the votes cast. In the case of an equality of votes, the Executive Chairman of the Board shall not be entitled to a second vote.

The Board receives a report from the President and Chief Executive Officer at each regularly scheduled meeting on the current matters relevant to the Corporation.

Duties and Responsibilities of the Board

Board organization - The Board takes into account recommendations of the Human Resources Committee, but retains responsibility for managing its own affairs by giving its approval of its composition and size, the selection of the Chairman of the Board, candidates nominated for election to the Board, committees and committees' chairmen appointments, committees' charters and directors compensation. The Board shall ensure that the compensation adequately reflects the risks and responsibilities, and time commitment involved in being an effective director.

The Board may delegate to committees matters that the Board is responsible for, including the approval of compensation of the Board and senior management, the conduct of performance evaluations and oversight of internal control systems, but the Board retains its oversight function and ultimate responsibility for these matters and all other delegated responsibilities. The Board is responsible for ensuring that measures are taken to orient new directors regarding the role of the Board, its committees and its directors and the nature and operation of the Corporation's business. The Board is also responsible for ensuring that measures are taken to provide continuing education for its directors to ensure that they maintain the skill and knowledge necessary to meet their obligations as directors. The Board is responsible for ensuring that appropriate structures and procedures are in place so that the Board and its committees can function independently of management.

Strategic planning - The Board holds a meeting with senior management to review the Corporation's strategic plan and annual plan and approve such plans. The Board shall take into account, among other things, the opportunities and risks of the business, market and product global trends, and growth potential. The Board is responsible for providing input to senior management on emerging trends and issues and on strategic and annual plans, objectives and goals that management develops.

Risk assessment - The Board shall ensure that the principal risks of the Corporation are identified and that the measures to mitigate and manage such risks are implemented. The Board monitors the conduct of the Corporation and ensures that it complies with applicable legal and regulatory requirements.

Integrity - The Board shall, to the extent feasible, satisfy itself as to the integrity of the President and Chief Executive Officer and other executive officers and satisfy itself that the President and Chief Executive Officer and other executive officers create a culture of integrity throughout the organization. The Board is responsible for taking steps to ensure that directors exercise independent judgement in considering transactions and agreements in respect of which a director or executive officer has a material interest. The Board is responsible for reviewing and monitoring the controls and procedures within the Corporation to maintain the integrity and accuracy of its financial reporting, internal controls and disclosure controls, and management information systems, and compliance with its Code of Conduct.

Management - The Board is responsible for reviewing and approving, upon the recommendation of the Human Resources Committee, the appointment, compensation, and performance of the President and Chief Executive Officer and senior management. The Board is responsible for developing written position descriptions for the Executive Chairman of the Board, the Lead Director, as applicable, and the President and Chief Executive Officer. The Board ensures that adequate plans are in place for senior management development, training and succession.

Governance, Policies and Procedures - The Board, with the assistance of the Human Resources Committee, is responsible for implementing and maintaining sound corporate governance practices in adopting principles, policies and procedures applicable to the Corporation. The Board is responsible for reviewing and approving key policy statements developed by management on issues such as ethics, compliance, communications, environment, health and safety, and public disclosures.

The Board is responsible for approving and monitoring compliance with all significant policies and procedures by which the Corporation is operated and approving policies and procedures designed to ensure that the Corporation operates at all times within applicable laws and regulations. At least annually, the Board, with the assistance of the Human Resources Committee, reviews, amends, if appropriate, and approves the Corporation's policies and procedures.

Monitoring of Financial Performance and Other Financial Matters - The Board is responsible for ensuring congruence between shareholders' expectations, Corporation's plans and management performance. It is also responsible for adopting processes for monitoring the Corporation's progress toward its strategic and operational goals and revising its direction to management in light of changing circumstances affecting the Corporation.

Directly and through the Audit Committee, the Board assesses the integrity of internal control over financial reporting and management information systems. The Board reviews and approves capital, operating and development expenditures, including any budgets associated with such expenditures. The Board is responsible for approving the annual audited financial statements and the unaudited interim financial statements, and the notes and management's discussion and analysis accompanying such financial statements.

The Board is responsible for reviewing and approving material transactions outside the ordinary course of business, including material investments, acquisitions and dispositions of material capital assets, material capital expenditures, material joint ventures, significant reorganizations, restructuring, acquisitions, and divestitures, and any other major initiatives. The Board ensures that the Corporation adopts prudent financial standards with respect to the business of the Corporation and prudent levels of debt in relation to the Corporation's consolidated capitalization. The Board, on the recommendation of the Audit Committee, recommends to the shareholders the appointment of the independent auditors and approves their remuneration.

The Board approves those matters that are required under the Corporation's governing statute to be approved by the directors of the Corporation, including the issuance, purchase and redemption of securities and the declaration and payment of any dividend.

Communications and reporting - The Board has responsibility for ensuring that the performance of the Corporation is adequately reported to its shareholders, its other security holders, the investment community, the relevant regulators and the public on a timely and regular basis. The Board is responsible for reviewing and approving, upon the recommendation of the Audit Committee, the contents of major disclosure documents including the annual information form, press releases in connection with quarterly and annual financial results and is also responsible for reviewing and approving the management proxy circular and any other document required to be disclosed or filed by the Corporation before their public disclosure or filing with regulatory authorities. The Board is responsible for ensuring appropriate processes are in place to ensure the timely disclosure of relevant corporate information and regulatory reporting.

External Consultants – The Board and any committee may at any time retain outside financial, legal or other advisors at the expense of the Corporation. Except for the Audit Committee, the retention and the terms and conditions of the retention of external advisors shall receive prior approval by the Human Resources Committee. The Corporation provides the funds reasonably necessary to pay for the services of these external consultants.

3. Position Descriptions

- (a) The Board has developed a written position description for the Executive Chairman of the Board and the Lead Director. The Board has adopted general terms describing the responsibilities of the chair of each board committee, namely those of presiding committee meetings, and overseeing the way in which the relevant board committee carries out its mandate. The chair of a board committee is required, following a meeting of such committee, to report to the Board at the next regularly scheduled meeting of the Board. The chair of each board committee is responsible for the management, the development and the effective performance of the committee. The chair of each board committee provides leadership and direction to the committee for all aspects of the committee's work and takes all reasonable measures to ensure such committee fulfills its responsibilities.
- (b) The Board and the President and Chief Executive Officer have developed a written position description for the President and Chief Executive Officer. Pursuant to such position description, in collaboration with the Executive Chairman of the Board, the President and Chief Executive Officer provides effective leadership and vision for the Corporation to grow value responsibly, in a profitable and sustainable manner and, subject to approved policies and direction by the Board, manages the business and affairs of the Corporation and oversees the execution of its strategic plan and annual plan. In addition to managing the business and affairs of the Corporation, the President and Chief Executive Officer shall have specific duties set out in the written position description and such other powers and duties as the Board may specify. The President and Chief Executive Officer has a responsibility to act in the best interests of the Corporation in accordance with applicable legislation and sound governance principles.

4. Orientation and Continuing Education

New directors participate in an initial information session on the Corporation in the presence of management representatives. In addition, they are furnished with appropriate documentation relating to the commercial activities of the Corporation and the internal organization of the Corporation and with a copy of the Board's Manual. The meetings in which new directors participate (including annual strategic planning sessions) as well as discussions with other directors and with management permit new directors to familiarize themselves rapidly with the operations of the Corporation.

The Board's Manual is updated periodically and contains pertinent material and information on the Corporation, the Board, and its committees. Directors meet with the Executive Chairman of the Board, the President and Chief Executive Officer and members of Management to discuss the Corporation's operations and are given periodic presentations on a particular product line or on a specific business development. New Directors benefit from guided tours of the Corporation's installations. From time to time and before each meeting of the Board, each Director is provided with publications concerning recent industry's developments, new applicable legislation as well as any relevant information.

5. Ethical Business Conduct

- (a) The Board has adopted a *Code of Conduct* to help the Corporation's directors, officers and employees to take a consistent approach on key integrity issues. The *Code of Conduct* is available on the Corporation's web site at <https://investors.herouxdevtek.com/corporate-governance-documents> and may be obtained upon written request to the Secretary, Héroux-Devtek Inc., Suite 600, West Tower, Complexe Saint-Charles, 1111 Saint-Charles Street W., Longueuil, Québec, Canada, J4K 5G4.

The Board also adopted a *Supplier Code of Conduct* to help the Corporation's suppliers, vendors and other third party contractors take an approach which meets the Corporation's ethics and compliance expectations.

The Board has the responsibility of reviewing and monitoring the controls and procedures within the Corporation to maintain the integrity and accuracy of its financial reporting, internal controls and disclosure controls, and management information systems, and compliance with its *Code of Conduct* and its *Supplier Code of Conduct*. The Board discharges its responsibility of monitoring compliance with the *Code of Conduct* and its *Supplier Code of Conduct* through the Human Resources Committee.

The Corporation has also developed and implemented and the Board has approved various corporate policies including a corporate disclosure and insider trading policy and a whistleblower policy. The Corporation periodically asks employees to acknowledge their commitment to the Corporation's *Code of Conduct*. A procedure has been put in place so that employees may raise an integrity concern by written or oral communications and it may also be anonymous.

- (b) In order to ensure directors exercise independent judgement in considering transactions and agreements in respect of which a director or executive officer has a material interest, should it occur, the Board will ask the director or executive officer interested in the transaction or agreement to withdraw during the discussions pertaining to such transaction or agreement.

6. Nomination of Directors

The Human Resources Committee is responsible for identifying and recommending potential appointees to the Board. New nominees must have a track record in general business management, special expertise in an area of strategic interest to the Corporation, the ability to devote the time required, shown support for the Corporation's mission and strategic objectives, and a willingness to serve. The Human Resources Committee is composed of at least three directors appointed by the Board, each of whom the Board has determined to be independent as contemplated by the laws, regulations and listing requirements to which the Corporation is subject. The Executive Chairman of the Board takes part in the work of the Human Resources Committee as a non-voting member and removes himself where the Human Resources Committee decides on his remuneration and on corporate governance matters.

An advance notice by-law (the "**Advance Notice By-Law**") was adopted by the Corporation in 2018 in order to provide shareholders, directors and management of the Corporation with a clear framework for nominating directors of the Corporation. The Advance Notice By-Law fixes a deadline by which director nominations must be submitted by a shareholder to the Corporation prior to any annual or special meeting of shareholders and sets forth the information that a shareholder must include in a written notice (the "**Advance Notice**") to the Corporate Secretary of the Corporation in order for any director nominee to be eligible for election at any annual or special meeting of shareholders.

To be timely, an Advance Notice must be made (a) in the case of an annual meeting of shareholders, not less than 30 nor more than 65 days prior to the date of the annual meeting of shareholders; provided, however, that in the event that the annual meeting of shareholders is to be held on a date that is less than 50 days after the date (the "**Notice Date**") on which the first public announcement of the date of the meeting was made, notice may be made not later than the close of business on the 10th day following the Notice Date; and (b) in the case of a special meeting (which is not also an annual meeting) of shareholders called for the purpose of electing directors (whether or not called for other purposes), not later than the close of business on the 15th day following the date on which the first public announcement of the date of the meeting was made.

To be in proper written form, an Advance Notice must set forth: (a) as to each person ("**Proposed Nominee**") proposed for nomination for election as a director: (A) the name, age, business address and residential address of the Proposed Nominee; (B) the principal occupation or employment of the Proposed Nominee; (C) the class or series and number of shares in the capital of the Corporation which are controlled or which are owned beneficially or of record by the Proposed Nominee as of the record date for the meeting of shareholders (if such date has been made publicly available and has occurred) and as of the date of such Advance Notice; and (D) any other information relating to the Proposed Nominee that would be required to be disclosed in a dissident's proxy circular in connection with solicitations of proxies for election of directors pursuant to the applicable laws; and (b) as to the shareholder giving the Advance Notice: (A) the name and address of the shareholder and (B) any proxy, contract, arrangement, understanding or relationship pursuant to which such shareholder has a right to vote any shares of the Corporation; and (C) any other information relating to such shareholder that would be required to be made in a dissident's proxy circular in connection with solicitations of proxies for election of directors pursuant to the applicable laws. Additional information, including a written consent to act, may be required by the Corporation to determine the eligibility of such Proposed Nominee to serve as an independent director of the Corporation.

The Advance Notice By-Law is available on the Corporation's Web site at <https://investors.herouxdevtek.com/corporate-governance-documents>.

7. Compensation

The Human Resources Committee is charged, with the support of an independent compensation consultant, with periodically reviewing the compensation and benefits paid to the directors in light of market conditions and practice and in light of risks and responsibilities.

8. Other Board Committees

The Board has no standing committees other than the Audit Committee and the Human Resources Committee.

9. Assessments

The Human Resources Committee with the support of the Lead Director is responsible for monitoring the effectiveness of the Board and the performance of the directors. The process is facilitated by questionnaires sent by or on behalf of the Human Resources Committee to enable individual directors to provide feedback on the effectiveness of the Board and its committees. Following receipt of the questionnaires, the Chair of the Human Resources Committee or the Lead Director contacts the directors separately in order to discuss their answer to the questionnaires. The Human Resources Committee assesses the operation of the Board and the committees, the adequacy of information given to directors, communication between the Board and management and the strategic direction and processes of the Board and committees. The Human Resources Committee recommends changes to enhance the performance of the Board based on the survey feedback.

10. Term of office and other processes for the renewal of the Board

The Corporation has not fixed a maximum term of office for its directors other than the retirement age normally fixed at 75 years. The Corporation has not established a formal process for the renewal of Board membership. The Board is of the view that it is in the Corporation's best interests to retain experienced board members who are familiar with the Corporation's business and can provide continuity to its management. Over the past 3 years, three new members have joined the Board.

11. Policies Regarding the Representation of Women on the Board

The Board is proud that 30% of the Board members are women and is mindful of the benefit of diversity on the Board and regards involvement of women and their experience and input as constructive to the Board's decision-making process.

The Board and Human Resources Committee encourage the diversity in the composition of the Board, even though the Corporation does not have a formal policy with respect to the representation of women on the Board. The Board does not foresee the adoption of such a policy at this time since it has a high level of representation of women on Board. The Board is committed to maintaining that level as board turnover occurs from time to time taking into account the skills, background, experience and knowledge desired at a particular time by the Board and its committees.

12. Consideration of the Representation of Women in the Director Identification and Selection Process

The Human Resources Committee has, within the purview of its mandate, the responsibility to take gender into consideration as part of its overall recruitment and selection process in respect of the Board. Accordingly, when searching for new directors, the Human Resources Committee considers the level of representation of women on the Board and, where appropriate, will recruit qualified women candidates as part of the Corporation's overall recruitment and selection process to fill Board positions, as the need arises, through vacancies, growth or otherwise.

13. Consideration Given to the Representation of Women in Executive Officer Appointments

The Corporation will consider and be sensitive to the representation of women when making executive officer appointments. However, considering the small number of positions in question, the Corporation refrains from setting targets for the representation of women among its executive officers. It is important that each individual appointed as an executive officer be considered on the individual's merits and on the needs of the Corporation at the relevant time. Targets based on specific criteria could limit the Corporation's ability to appoint the individual who is the best qualified for the position. The Corporation is however committed to increasing the gender diversity of its executive officers going forward.

14. The Corporation's Targets Regarding the Representation of Women on the Board and in Executive Officer Positions

The Corporation has not adopted a measurable objective for achieving gender diversity on the Board or in executive officer positions. The Corporation will consider establishing measurable objectives and targets as it further develops.

15. Number of Women on the Board and Executive Officer Positions

As at the date hereof, three women sit on the Board of the Corporation, which represents a total of 30%. The position of Lead director is also held by a woman.

As at the date hereof, the Corporation has two women in an executive officer position, which represents a total of 13%.

EXECUTIVE COMPENSATION

Compensation Discussion and Analysis

The information contained under this heading represents the compensation received by the executive officers of the Corporation that were acting in such capacity as at the end of the fiscal year 2024.

Compensation Governance

Human Resources Committee

The Human Resources Committee has the responsibility to establish a compensation policy for the executive officers that is consistent with the Corporation's business plan, strategies and objectives. This Committee has, namely, the responsibility to analyze for the Board all questions relating to human resources planning, compensation for executive officers, directors and other employees, short and long-term incentive programs, employee benefits programs, and recommends the appointment of executive officers.

As at March 31, 2024, the Human Resources Committee was made up of the following four independent directors: Annie Thabet, Didier Evrard, Beverly Wyse, and James J. Morris, with the latter being the chair of the Committee. All members of the Human Resources Committee are considered to be independent members under the applicable securities legislation. They all possess experience in the area of executive compensation, either as former Chief Executive Officers of publicly traded companies or as executives. Ms. Thabet is a Corporate Director and was until 2023, Partner at Celtis Capital Inc. Mr. Evrard is a Corporate Director and, up to 2018, served as Executive Vice President and Head of Program at Airbus Commercial Aircraft. Ms. Wyse is a Corporate Director and occupied several executive positions at The Boeing Company. Mr. Morris was previously Vice President Engineering and Manufacturing for Boeing Commercial Airplanes and has held other board seats.

The Board believes that the members of the Human Resources Committee possess the combined knowledge, experience and backgrounds necessary to fulfill the Committee's mandate.

External Independent Consultant

In fiscal year 2021, the Human Resources Committee in consultation with management retained the services of Willis Towers Watson ("WTW") to act as the external independent compensation consultant for the Human Resources Committee. WTW has been mandated to review and provide advice on executive compensation recommendations and related questions. The services provided by WTW in fiscal year 2024 were related to reviewing the compensation of the executive team including the Named Executives (as hereinafter defined), reviewing the variable compensation programs and assist the Committee with different executive compensation issues.

The following table summarizes fees paid to WTW for the fiscal years ended March 31, 2024 and 2023:

	2024	2023
Fees paid to WTW		
<i>Executive Compensation-Related Fees</i>	\$ 115,477	\$ 93,413
<i>All Other Fees⁽¹⁾</i>	141,122	150,848
	\$ 256,599	\$ 244,261

⁽¹⁾ These fees essentially relate to services rendered in Canada and the U.K., including administration and investment consulting for the pension plans, life and health insurance consulting.

Objectives of the Compensation Policy

The compensation policy has the following primary objectives:

- offer total compensation capable of attracting and retaining top level executive officers required to ensure the Corporation's short and long-term goals and success;
- motivate the executive officers in achieving and exceeding the goals of the Corporation and of its shareholders;
- provide Named Executive (as hereinafter defined) with total compensation that stands between the 25th percentile and the median of the market comparators, which could be exceeded upon achieving superior profitability results and shareholder value creation.

The compensation policy is established in such a way to compensate the executive officers and other key employees in a manner which reflects the Corporation's performance and market conditions.

The Named Executives of the Corporation are the President and Chief Executive Officer, the Vice President and Chief Financial Officer and the Corporation's three most highly compensated executive officers other than the President and Chief Executive Officer and the Vice President and Chief Financial Officer (the "**Named Executives**").

New in fiscal 2024

To ensure that the Corporation's compensation programs fully align with Héroux-Devtek's business strategy and shareholder value creation, attract and retain best talent and respect best practices, the Human Resources Committee conducted a thorough assessment of the variable compensation programs. Following such assessment, changes were introduced in fiscal 2024 to some features of the annual incentive compensation plan and the mix, metrics and features of the long-term incentive compensation plan. The most notable changes are related to the long-term incentive plan, where stock options were removed from the normal annual mix and replaced with an enhanced Performance Share Units ("PSUs") Plan and new Restricted Share Units ("RSUs") Plan was implemented. Notable changes also include the adoption of a relative total shareholder return metric to the PSU plan in order to further align executive pay outcomes with value created for the shareholders.

Market Comparator and Positioning

The Corporation's positioning in the market with respect to compensation for executive officers is assessed periodically based on a comparator group that serves as a reference group, as suggested by WTW and approved by Human Resources Committee. In fiscal year 2022, WTW conducted a market positioning for the Corporation's executive compensation and a partial one in fiscal 2023 and fiscal 2024. The comparator group includes 18 companies selected considering criteria such as annual revenues, relevant industries, comparable customer base, publicly-traded, autonomous, market for potential recruitment and entrepreneurial culture (the "Comparator Group").

The Comparator Group is composed of the following companies:

Canadian Companies	Revenues ⁽¹⁾ (in millions)	U.S. Companies	Revenues ⁽¹⁾ (in \$US millions)
Lassonde Industries Inc.	\$1,893	AAR Corp	US\$1,652
Richelieu Hardware Ltd	1,440	Mercury Systems, Inc.	924
Magellan Aerospace Corporation	688	Kaman Corporation	709
Logistec Corporation	744	Kratos Defense & Security Solutions	812
IBI Group Inc	557	RBC Bearings Incorporated	609
Exco Technologies Limited	461	Ducommun Incorporated	645
Velan Inc.	302	Astronics Corporation	445
EXFO Inc.	266	AeroVironment, Inc.	449
Avcorp Industries Inc.	99	AerSale Corporation	340

Héroux-Devtek's Positioning Relative to the Comparator Group

Median Revenues \$627

Héroux-Devtek 536

⁽¹⁾ Revenues as at March 31, 2022 for Héroux-Devtek and the most recently completed fiscal years at the time of the full fiscal 2022 study for the Comparator Group.

Components of the Compensation Policy

The compensation policy consists of the sum of:

- salary;
- annual incentive (bonus) compensation;
- long term incentive compensation;
- benefits and perquisites; and
- pension.

Each of these elements, together with the Corporation philosophy with respect to same, is hereinafter detailed.

Salary

The Corporation's salary policy is to pay salaries to the Named Executives around the 25th percentile of the Comparator Group. The Named executive salaries are reviewed annually and may be adjusted by the Human Resources Committee based on the incumbents' performance, tenure and their relative positioning against market. In fiscal 2024, Mr. Brassard's annual salary was set at the 25th percentile of the Comparator Group.

Annual Incentive Compensation

The Corporation offers executive officers the opportunity to earn an annual bonus provided the Corporation achieves or exceeds its financial objectives and provided the executive officer or employee achieves specific personal objectives. The annual bonus for the business unit executives and employees rests on financial objectives set against the fiscal year's budget. The annual bonus rests on the achievement of the budgeted net income for the Executive Chairman of the Board, the President and Chief Executive Officer and the Vice President and

Chief Financial Officer, and the free cash flows and EBITDA for the Vice President, General Manager of Central Region and Vice President, General Manager of UK Region. The combination of salary and annual bonus target shall be between the 25th percentile and the 50th percentile of the Comparator Group.

The bonus is calculated based on the degree of achievement of the financial performance presented in the annual budget of the Corporation. In order to be eligible to receive bonuses based on financial performance, the region or business unit shall have met at least 70% of its financial target budget. If such goal is achieved, the bonus payout, expressed as a percentage of target bonus could go from 40% to 200% depending on the level of achievement.

The target bonus for each Named Executive are as follows:

Named Executives	Target Bonus
Gilles Labbé	100 %
Martin Brassard	110 %
Stéphane Arsenault	70 %
Dominique Dallaire	40 %
Daniel Normandin	40 %

The final bonus to be paid to each executive officer and key employee will also take into account the performance of the Corporation as a whole in terms of adjusted net income. Therefore, the total annual incentive compensation paid based on the Corporation's performance is composed of the following:

The following table summarizes the details of the annual incentive compensation:

Position	Performance Measures	Weighting	Threshold Levels
Executive Chairman of the Board	The Corporation's Adjusted Net Income	75%	Threshold set higher than prior year's Adjusted Net Income
President and Chief Executive Officer	The individual performance	25%	
Vice President and Chief Financial Officer			
Vice President, General Manager of Central Region, and Vice President, UK Region	Free Cash Flow of Region/ Business Unit	10%	Thresholds set higher than previous year's Free Cash Flows and EBITDA
	EBITDA of the Region/Business Unit	40%	
	The Corporation's Adjusted Net Income	25%	
	The individual performance	25%	

Targets for incentive compensation based on financial measures are determined using the Corporation's budget and set at levels which are attainable and aligned with the Corporation's growth objectives.

Finally, the executive officers and key employees' bonus is calculated based on the individual performance; from 40% for "below expectations" to 200% for "outstanding contribution". The Human Resources Committee may, from time to time, exercise its discretion to allow that the annual incentive compensation otherwise payable in accordance with the Corporation's policies be adjusted to better reflect the overall performance of the Corporation and exceptional market conditions. The Human Resources Committee also reserves the right to recommend to the Board to waive minimum requirements for the annual incentive compensation when exceptional strategic achievements that could increase the long-term value of the Corporation are realized during the year.

For the fiscal year ended March 31, 2024, the Corporation used adjusted net income, which excludes other expenses (gains) net of taxes, to assess its financial performance. This financial measure is not prescribed by IFRS, however, the Corporation's management considers this metric to be useful information to assist in evaluating the Corporation's profitability, liquidity and ability to generate funds to finance its operations and capital investment needs. For relevant information about these measures see the "Non-IFRS Financial Measures" section in the Management's Discussion and Analysis for fiscal 2024 available for review on SEDAR+ at www.sedarplus.ca or on Héroux-Devtek's website.

The Human Resources Committee has concluded that it would be seriously prejudicial to the Corporation's interests to publicly disclose the level of performance that is associated with threshold, target and maximum achievement for each performance measure of the annual incentive compensation. The levels of these metrics could be used by competitors to infer conclusions about confidential strategic priorities of the Corporation. In addition, the disclosure of these metrics may generate confusion with the financial guidance provided to shareholders in the Corporation's annual and quarterly earnings releases. The targets are intended to be challenging – neither impossible nor easy to achieve.

In determining the fiscal year 2024 bonus payout, the Human Resources Committee and the Board used their discretion in determining the level of payout for the annual incentive compensation, recognizing the successful year setting new records for sales and profitability by taking measures that will positively impact the business for fiscal year 2025 and beyond.

Based on the Human Resources Committee's assessment of corporate objectives and on the individual performance for the fiscal year ended March 31, 2024, the following incentives compensation will be paid to each Named Executive in fiscal year 2025:

Named Executives	Annual Incentive Compensation	Target Bonus	Payout as a % of target	Payout as % of Salary
Gilles Labbé	\$913,254	100 %	200.0 %	200.0 %
Martin Brassard	1,294,242	110 %	200.0 %	220.0 %
Stéphane Arsenault	490,532	70 %	200.0 %	140.0 %
Dominique Dallaire	234,640	40 %	155.0 %	62.0 %
Daniel Normandin	130,003	40 %	120.2 %	48.1 %

Long-term Incentive Compensation

The Corporation offers executive officers the opportunity to receive long-term incentive compensation in order to encourage executive officers and other eligible employees to work toward and participate in the growth and development of the Corporation and to assist the Corporation in attracting, retaining and motivating its executive officers and key employees. The Corporation's long-term incentive compensation is designed to:

- Recognize and reward the impact of long-term strategic actions undertaken by executive officers and key employees;
- Align the interests of the Corporation's executive officers and key employees with those of the shareholders;
- Focus executive officers and key employees on developing and successfully implementing the continuing growth strategy of the Corporation;
- Foster the retention of executive officers and key employees; and
- Attract talented individuals to the company.

Starting in fiscal year 2024 two forms of stock-based compensation are now generally granted to executive officers:

- RSUs (weighting of 70%); and,
- PSUs (weighting of 30%).

A special stock option grant was also provided to the Named Executives (except for M. Labbé) in fiscal 2024 in addition to the new normal annual long-term incentive mix of PSUs and RSUs to further promote the retention of the executive team in the context of the tight labor market and rebounding demand for civil products in the aerospace industry. Stock options were selected instead of more RSUs or PSUs to ensure the Named Executives are fully aligned with value created for the shareholders over the retention period. This option grant for the Named Executive Officer was a one-time only special award and will not be reconducted in fiscal 2025. See details on the Stock Option Plan below.

Performance Share Unit Plan

The Performance Share Unit Plan (the "**PSU Plan**") for management and key employees of the Corporation and designated subsidiaries was revised and adopted by the Board on May 17, 2023, with the objective to enhance the Corporation's ability to attract and retain qualified management and key employees, to focus them on financial performance and total long-term shareholder return and to promote a proprietary interest in the Corporation.

The PSU Plan is administered by the Human Resources Committee. The PSU Plan enables the participants to receive upon fulfillment of certain performance vesting conditions after three years, a cash amount equal to the market price of a common share on the determination date for each vested PSU (the "**PSU Payment**"). The performance vesting percentage are generally based on an EBITDA target for each of the next three fiscal years established using the Corporation's most recent budget and strategic plan. The number of PSUs to be granted is determined on the basis of the volume weighted average trading price of the common shares of the Corporation traded on the TSX, for the five trading days preceding the date of the award of the PSUs. The EBITDA measure accounts for 70% of the vesting criteria.

A new metric based on the Corporation's (TSX: HRX) stock price performance relative to set of comparable peers, has been added to the vesting conditions of the PSUs. This measure weighs 30% and will be compared to a custom group of industry peers approved by the Board and generally corresponding to the S&P/TSX SmallCap Index — Industrials.

Refer to the Equity Compensation Plans section hereafter for details regarding the PSU Plan.

Restricted Share Unit Plan

The Restricted Share Unit Plan (the “**RSU Plan**”) for management and key employees of the Corporation and designated subsidiaries was adopted by the Board on May 17, 2023 with the objective to enhance the Corporation’s ability to attract and retain qualified management and key employees, to focus them on total long-term shareholder return and to promote a proprietary interest in the Corporation.

The RSU Plan is administered by the Human Resources Committee. The RSU Plan enables the participants to receive upon vesting after three years, a cash amount equal to the market price of a common share on the determination date for each vested RSU (the “**RSU Payment**”).

Refer to the Equity Compensation Plans section hereafter for details regarding the RSU Plan.

Employee Stock Purchase Plan

On September 2, 2004, the Board has also approved an employee stock purchase plan (the “**Purchase Plan**”) to incent key employees to hold, on a permanent basis, common shares of the Corporation. Refer to the Equity Compensation Plans section hereafter for details regarding the Purchase Plan.

Stock Option Plan

The Corporation adopted a Stock Option Plan in 1986 (the “**Stock Option Plan**”) allowing the grant of options to certain key employees of the Corporation and its business units. Although Stock Options are no longer part of the Long-Term Incentive Compensation, they may be granted to executive officers and key employees from time to time under specific circumstances or outstanding performances. Refer to the Equity Compensation Plans section hereafter for details regarding the Stock Option Plan.

Benefits and Perquisites

The Corporation’s executive officers benefit program includes life, medical, dental and disability insurance. Perquisites may consist of car allowance and reimbursement for club memberships, medical and financial services. Such benefits and perquisites are designed to be competitive with the Comparator Group and other comparable Canadian enterprises.

Pension

Refer to the Pension Plans section hereafter for details regarding the Pension Plan schemes offered to the Corporation’s executive officers.

Compensation and Risk Management

As per its Charter, the Human Resources Committee is responsible for the risk oversight of the Corporation’s compensation policies and practices.

In fiscal year 2013, the Board, upon recommendation of the Human Resources Committee, adopted and implemented a risk management policy which considers the implications of the risks associated with the Corporation’s compensation policies and practices. Such policy is reviewed annually by the Human Resources Committee and updated as the case may be.

The policy establishes that Management is responsible for ensuring that procedures are in place to identify and assess all risks associated with the Corporation’s compensation policies and practices and to report to the Human Resources Committee on the steps taken to identify, monitor and mitigate risks associated with compensation policies and practices.

As part of the policy, Management evaluates risk exposures related to compensation of the Board, executives, management and the broader employee population, with a focus on the short and long-term incentive plans. This includes:

- identifying any such policies or practices that may encourage executive officers to take inappropriate or excessive risks;
- identifying risks arising from such policies and practices that could have a material adverse effect on the Corporation; and,
- considering the possible risk implications of the Corporation’s compensation policies and practices and any proposed changes to them.

The following procedures are followed by Management to identify and mitigate compensation policies and practices that could encourage an executive officer or an individual at a principal business unit or region to take inappropriate or excessive risks:

- annual assessment of the Corporation's compensation policies and practices, including a review and analysis of the aspects of those policies that may lead to risky behavior on the part of an executive officer or any other individual;
- dialogue and communication with experts outside the Corporation (as necessary) regarding an analysis of the risks associated with the Corporation's compensation policies and practices and a review of the risk identification and mitigation practices used by other public companies; and,
- scheduling of *in camera* sessions of the Human Resources Committee allowing the members of this committee to discuss and analyze the risks associated with the Corporation's compensation policies and practices without the presence of members of management.

In keeping with the above, during fiscal year 2024, the Human Resources Committee reviewed Management's report about the Corporation's compensation policies and practices, taking into account risks associated therewith. The Committee has not identified any risks associated with the Corporation's compensation policies and practices that are reasonably likely to have a material adverse effect on the Corporation.

The Human Resources Committee is of the opinion that the total compensation of the executive officers is balanced to avoid any potential risk that may result from taking actions to maximize compensation without regard for the risk assumed by the Corporation.

Restrictions on trading and hedging of the Corporation's shares

The Corporation has adopted a policy refraining its directors and officers from purchasing financial instruments, including, for greater certainty, prepaid variable forward contracts, equity swaps, collars or units of exchange funds that are designed to hedge or offset a decrease in market value of equity securities granted as compensation or held directly or indirectly by the director or officer.

Minimum Ownership Requirements for Executive Officers

In order to align the interests of executive officers with those of shareholders, the Corporation has adopted in fiscal year 2022 a minimum share ownership requirement policy. As such, effective fiscal year 2022, the following executive officers are required to hold a minimum number of securities of the Corporation whose total value must equal a multiple of their salary. The multiples are as follows:

Category	Securities Ownership Level
Chief Executive Officer and Executive Chairman	3 x annual base salary
Chief Financial Officer	2 x annual base salary
Vice-President	0.75 x annual base salary

As at March 31, 2024, all Named Executives met the share ownership requirements.

The following securities count in determining whether the requirement is met: i) common shares owned directly, ii) common shares owned jointly or separately by the individual's spouse, iii) common shares held in trust for the benefit of the executive officer, the executive officer's spouse and/or children, and iv) PSUs (whether vested or not vested). Unexercised stock options do not count toward meeting these requirements.

The stock ownership requirement is based upon the executive officer's annual base salary or annual retainer and the determination of whether they meet the applicable requirement will be made in April of each year and will be based on the average closing price of the Corporation's common shares on the TSX for the 5 trading days preceding and including March 31.

The executive officers will have 5 years from the date they are appointed as executive officers of the Corporation to meet the requirement. In the event of an increase in an executive officer's base salary, such officer will have 3 years from the time of the increase to acquire additional securities required to meet the new requirement.

Once the executive officer's level of share ownership satisfies the applicable requirement, ownership level is expected to be maintained for as long as the executive officer is subject to the policy.

If an executive officer falls below the applicable requirement due solely to a decline in the value of the common shares, the executive officer will not be required to acquire additional common shares to meet the requirement, but he or she will be required to retain all common shares then held until such time as the executive officer again attains the target requirement.

The Human Resources Committee has the discretion to enforce the policy on a case-by-case basis and to evaluate whether exceptions from the requirements under the policy should be made in the case of any executive officer who, due to his or her unique financial circumstances, would incur a hardship by complying with the requirements.

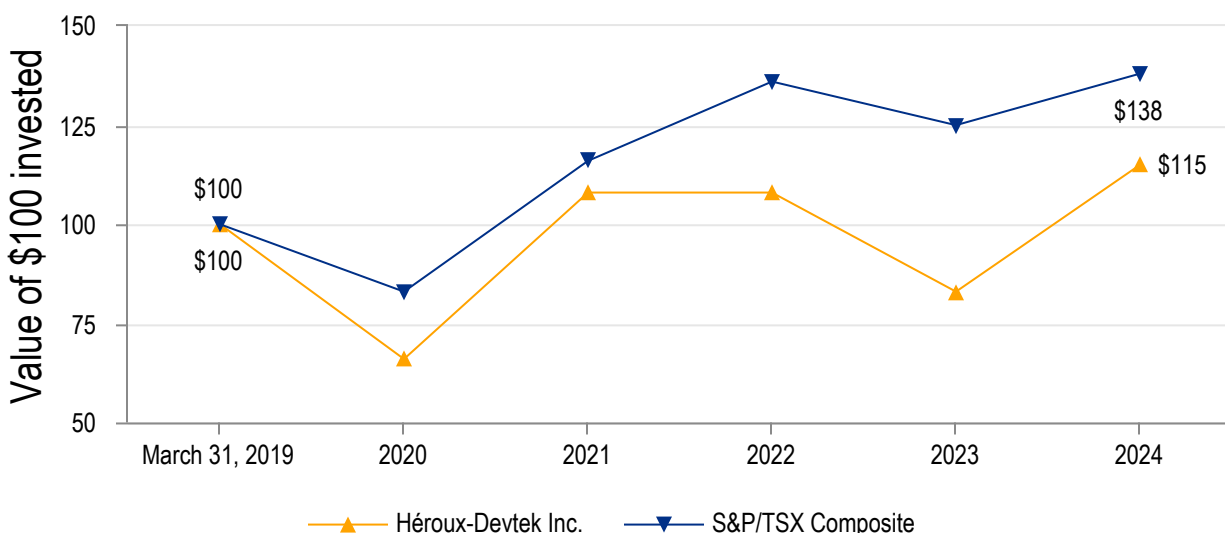
Clawback Policy

A compensation clawback policy (the “**Clawback Policy**”) was adopted by the Corporation in fiscal 2022 which allows the Board to require the reimbursement of certain incentive or deferred compensation paid to certain officers, if such compensation was paid in whole or in part as a result of an act of fraud, dishonesty or gross negligence or material non-compliance with legal requirements or the Corporation’s policies, any act or omission which would justify termination with cause or any failure to report or take action to stop such an act of another employee of the Corporation, or in the event where there has been a material misrepresentation or material error resulting in the restatement of the Corporation’s financial statements, for any reason other than a restatement caused by a change in applicable accounting rules or interpretations.

The Clawback Policy applies to the Executive Chairman, the President and Chief Executive Officer, the Vice President and Chief Financial Officer or to any person holding the position of Vice-President of the Corporation and includes the following compensation paid or awarded to such individuals: annual performance bonus; Options; PSUs; and any realized gain received from the exercise of options or payment of PSUs, net of the exercise price paid, as applicable. Recovery under the Clawback Policy is limited to compensation paid, granted or awarded to, or received or earned by, or vested in the then current fiscal year and the immediately preceding three financial years and may be implemented through various forms, including direct reimbursement, deduction from salary or future payments, grants or awards of incentive compensation, or cancellation or forfeiture of vested or unvested Options, PSUs or any other share-based or option-based awards held by the individual.

Performance Graph

The following graph compares the total cumulative shareholder return for \$100 invested in the Corporation’s common shares on March 31, 2019 with the cumulative total return of the Toronto Stock Exchange’s S&P/TSX Composite Index for the five most recently completed fiscal years up to March 31, 2024.



	March 31, 2019	March 31, 2020	March 31, 2021	March 31, 2022	March 31, 2023	March 31, 2024
Héroux-Devtek Inc.	\$100	\$66	\$108	\$108	\$83	\$115
S&P/TSX Composite	\$100	\$83	\$116	\$136	\$125	\$138

While the Corporation’s total shareholder return has not been as strong as that of the comparative index, this has mainly been caused by industry-specific challenges. The Human Resources Committee factors in such challenges when considering total compensation, and has also revised annual and long-term incentive compensation for fiscal years 2024 and onward to include a total return measure as discussed above.

Summary Compensation Table

The following table sets forth, to the extent required by applicable securities legislation, all annual and long-term compensation for services in all capacities to the Corporation for the three most recent completed fiscal years in respect of the Named Executives.

Name and Principal Position	Year	Salary	Share-based awards ⁽¹⁾	Option-based awards ⁽²⁾	Non-equity incentive plan compensation ⁽³⁾	Pension Value	All other compensation ⁽⁴⁾	Total compensation
Gilles Labbé Executive Chairman of the Board	2023/24	\$456,627	\$583,299	\$—	\$913,254	\$—	\$61,361	\$2,014,541
	2022/23	439,675	250,682	244,800	220,000	—	60,388	1,215,545
	2021/22	422,521	260,453	252,000	460,000	12,500	70,858	1,478,332
Martin Brassard President and Chief Executive Officer	2023/24	588,292	735,437	456,000	1,294,242	—	240,670	3,314,641
	2022/23	497,605	338,263	367,200	420,000	16,300	40,604	1,679,972
	2021/22	445,041	353,131	346,500	590,000	30,700	9,626	1,774,998
Stéphane Arsenault Vice President and Chief Financial Officer	2023/24	350,380	297,254	228,000	490,532	30,300	258,522	1,654,988
	2022/23	321,253	137,793	153,000	195,000	28,200	12,003	847,249
	2021/22	303,767	157,176	157,500	280,000	29,900	12,038	940,381
Dominique Dallaire Vice President and General Manager Central Region	2023/24	378,452	152,864	199,500	234,640	14,500	86,084	1,066,040
	2022/23	344,796	73,861	122,400	66,155	17,000	43,265	667,477
	2021/22	266,369	78,263	63,000	125,400	12,886	33,864	579,782
Daniel Normandin Vice President, General Manager UK Region	2023/24	270,389	147,292	142,500	130,003	12,300	33,880	736,364
	2022/23	243,886	68,674	61,200	94,052	12,800	32,621	513,233
	2021/22	220,099	77,733	63,000	130,000	11,000	7,852	509,684

⁽¹⁾ Share-based Awards were made under the Purchase Plan, the PSU Plan and the RSU Plan. Value of Share-based Awards represents the Corporation's contribution under the Purchase Plan, the PSU and the RSU grant date value. The PSU and the RSU grants date value are equal to the number of PSUs and RSUs granted multiplied by the Volume Weighted Average Price ("VWAP") during the five trading days preceding the grants date of the common shares (fiscal year 2022: \$17.64 ; fiscal year 2023: \$15.31 ; fiscal year 2024: \$14.04). These amounts do not reflect the current value of the PSUs and RSUs or the value, if any, that may be received when the PSUs and RSUs are vested.

⁽²⁾ The theoretical value of options is estimated at the date of grant using a binomial lattice model. The weighted average value per option granted was \$5.70 in fiscal 2024, \$6.12 in fiscal 2023, and, \$6.30 in fiscal year 2022.

⁽³⁾ These amounts represent annual bonuses as more fully described under the heading "Compensation Discussion and Analysis - Annual Incentive Compensation" elsewhere in this Circular.

⁽⁴⁾ All other compensation includes other benefits such as car usage or allowance, tax equalization payments and others. Starting in fiscal 2023, it also includes contribution to a personal pension fund for Martin Brassard. For fiscal 2024, it also includes a discretionary compensation for the successful completion of a project.

Incentive Plan Awards

Outstanding Share-based Awards and Option-based Awards at the End of the Fiscal Year

Name	Option-based Awards				Share-based Awards ⁽¹⁾		
	Number of securities underlying unexercised options	Option exercise price	Option expiration date	Value of unexercised in-the-money options ⁽²⁾	Number of shares or units of shares that have not vested	Market or payout value of share-based awards that have not vested ⁽³⁾	Market or payout value of vested share-based awards not paid out or distributed ⁽³⁾
Gilles Labbé	70,000	\$14.93	Mar 22, 2025	\$228,200			
	60,000	16.22	Jun 1, 2025	118,200			
	60,500	16.03	May 31, 2026	130,680			
	61,000	9.83	May 29, 2027	509,960			
	40,000	17.45	May 31, 2028	29,600			
	40,000	15.42	May 30, 2029	110,800			
					41,205	\$748,379	\$611,579
Martin Brassard	40,000	\$14.93	Mar 22, 2025	\$130,400			
	40,000	16.22	Jun 1, 2025	78,800			
	87,000	16.03	May 31, 2026	187,920			
	95,000	9.83	May 29, 2027	794,200			
	55,000	17.45	May 31, 2028	40,700			
	60,000	15.42	May 30, 2029	166,200			
	80,000	14.07	May 29, 2030	329,600			
				52,414	\$951,923	\$1,105,947	
Stéphane Arsenault	25,000	\$14.93	Mar 22, 2025	\$81,500			
	25,000	16.22	Jun 1, 2025	49,250			
	35,000	16.03	May 31, 2026	75,600			
	40,000	9.83	May 29, 2027	334,400			
	25,000	17.45	May 31, 2028	18,500			
	25,000	15.42	May 30, 2029	69,250			
	40,000	14.07	May 29, 2030	164,800			
				21,783	\$395,651	\$339,473	
Dominique Dallaire	32,000	\$14.93	Mar 22, 2025	\$104,320			
	10,000	16.22	Jun 1, 2025	19,700			
	21,000	16.03	May 31, 2026	45,360			
	20,000	9.83	May 29, 2027	167,200			
	10,000	17.45	May 31, 2028	7,400			
	20,000	15.42	May 30, 2029	55,400			
	35,000	14.07	May 29, 2030	144,200			
				13,111	\$238,174	\$241,547	
Daniel Normandin	11,000	\$14.93	Mar 22, 2025	\$35,860			
	10,000	16.22	Jun 1, 2025	19,700			
	21,000	16.03	May 31, 2026	45,360			
	20,000	9.83	May 29, 2027	167,200			
	10,000	17.45	May 31, 2028	7,400			
	10,000	15.42	May 30, 2029	27,700			
	25,000	14.07	May 29, 2030	103,000			
				11,164	\$202,796	\$282,385	

⁽¹⁾ Share-based Awards were made under the Purchase Plan, the PSU Plan and the RSU Plan.

⁽²⁾ These amounts are calculated based on the difference between the closing share price at the end of fiscal year 2024 and the option exercise price. On March 28, 2024, being the last business day of fiscal year 2024, the closing price of the Corporation's common shares on the TSX was \$18.19 (HRX-T).

⁽³⁾ The value of the common shares under the Purchase Plan is calculated based on the closing share price at the end of fiscal year 2024. On March 28, 2024, being the last business day of fiscal year 2024, the closing price of the Corporation's common shares on the TSX was \$18.19 (HRX-T). The value of units under the PSU and RSU Plan are calculated using the VWAP for the five trading days ending on March 28, 2024, being the last trading day in the fiscal year 2024 (\$18.16). PSUs were valued based on the Corporation's expected results as compared to the PSU's performance conditions.

Value Vested or Earned during the Year

Name	Option-based awards – Value vested during the year ⁽¹⁾	Share-based awards – Value vested during the year ⁽²⁾	Non-equity incentive plan compensation – Value earned during the year ⁽³⁾
Gilles Labbé	\$67,100	\$379,717	\$913,254
Martin Brassard	104,500	464,390	1,294,242
Stéphane Arseneault	44,000	194,360	490,532
Dominique Dallaire	22,000	121,400	234,640
Daniel Normandin	22,000	96,080	130,003

⁽¹⁾ These amounts only represent in-the-money options vested during the year and are calculated based on the Corporation's common share value at such date when the options are vested.

⁽²⁾ Share-based Awards were made under the Purchase Plan and the PSU Plan.

⁽³⁾ These amounts represent bonuses earned in the fiscal year 2024 but paid in the fiscal year 2025 – Please refer to the "Compensation Discussion and Analysis - Annual Incentive Compensation" and "Summary Compensation Table" elsewhere in this Circular.

Equity Compensation Plans

Options granted by the Corporation are governed by the Stock Option Plan.

The following table shows, as of March 31, 2024, aggregated information for the Corporation's Stock Option Plan which is the only compensation plan under which equity securities of the Corporation are authorized for issuance from treasury.

Plan Category	Number of Common Shares to be Issued Upon Exercise of Outstanding Options and rights	Weighted Average Exercise Price of Outstanding Options and rights	Number of Common Shares Remaining Available for Future Issuance Under the Equity Compensation Plans
Equity Compensation Plans of the Corporation approved by the shareholders	1,895,500	\$14.47	227,162
Total:	1,895,500	\$14.47	227,162

During fiscal year 2024, 370,000 options were granted under the Stock Option Plan at a weighted-average exercise price of \$14.07.

In addition to the Stock Option Plan, the Corporation also maintains the Purchase Plan, the PSU Plan, the RSU Plan and the DSU Plan which provide long-term incentive to management, key employees and non-employee Directors of the Corporation based on the stock price of the Corporation.

The main features of these five equity compensation plans follow.

PSU Plan

The PSU Plan for management and key employees of the Corporation and designated subsidiaries was adopted by the Board on August 6, 2014 and amended on May 17, 2023 and is intended to enhance the Corporation's ability to attract and retain qualified management and key employees, to promote a proprietary interest in the Corporation and to focus management and key employees on operating and financial performance, corporate strategies and total long-term shareholders' return.

The PSU Plan is administered by the Human Resources Committee. The PSU Plan enables the participants to receive upon fulfillment of certain performance vesting conditions, a cash amount equal to the market price of a common share on the determination date for each vested PSU. The number of PSUs to be granted is determined on the basis of the VWAP of the common shares of the Corporation traded on the TSX, for the five trading days preceding the date of the award of the PSUs.

Participants	Management and key employees of the Corporation and designated subsidiaries, as determined by the Board of Directors or the Human Resources Committee.
Term	December 1st of the third calendar year following the award of PSUs, unless otherwise determined by the Board of Directors or Human Resources Committee.
Expiry	PSUs expire under the following conditions, excluding maturity at term: 1) immediately following termination of employment for any reason other than death, disability or retirement; 2) upon disability or death, all PSUs granted to a participant shall vest on a pro-rata basis as of the date of disability or death, with the remainder being cancelled; 3) upon retirement of a participant over the age of 60 with over ten years of consecutive service in the employment of Héroux-Devtek or its subsidiaries, all PSUs granted to said participant vest on a pro-rata basis as of the date of retirement, with the remainder being cancelled.
Vesting conditions	Vesting conditions are determined by the Board or Human Resources Committee, and are generally based on the following: <ul style="list-style-type: none">• 70% performance-vesting based on the level of achievement of a targeted level of EBITDA over each of the three fiscal years following the date of grant, determined based on the Corporation's budget and strategic plan. One third of each PSU award generally performance vests on March 31st of each fiscal year following its grant, provided the performance vesting condition set by the Board of Directors or Human Resources Committee is met. If the 3-year cumulative EBITDA compared to the 3-year cumulative targeted level of EBITDA provides for a higher performance vesting compared to the three individual tranches, the 3-year cumulative EBITDA will be used• 30% performance-vesting based on the Corporation's (TSX: HRX) stock price performance relative total shareholder return, over the three fiscal years. This measure will weigh 30% and will be compared to a custom group of industry peers approved by the Board corresponding to the S&P/TSX SmallCap Index — Industrials.• Time vesting generally occurs on the third anniversary of the Award Date.
Payout amount and date	PSUs are paid out in cash at term. The payment amount is equal to the volume weighted average trading price of the Corporation's shares for the five trading days prior to the end of the term multiplied by the number of PSUs.
Assignment or transfer	PSUs may not be transferred or assigned.
Change of control	At all times, the Board may make such provision for the protection of the rights of the participants in the event of a Change of Control as the Board at its sole discretion considers appropriate in the circumstances.
Blackout	As PSU Payments are made on a predetermined schedule, they are not affected by blackout periods.
PSUs Outstanding	As at March 31, 2024, 354,181 PSUs were issued and outstanding.

Amendment procedures

The Board may at any time, amend the PSU Plan as it deems necessary or appropriate. Such amendment shall be ratified by the Board of each relevant subsidiary.

RSU Plan

The RSU Plan for management and key employees of the Corporation and designated subsidiaries was adopted by the Board on May 17, 2023 and is intended to enhance the Corporation's ability to attract and retain qualified management and key employees, to promote a proprietary interest in the Corporation and to focus management and key employees on operating and financial performance, corporate strategies and total long-term shareholders' return.

The RSU Plan is administered by the Human Resources Committee. The RSU Plan enables the participants to receive upon fulfillment of certain time vesting conditions, a cash amount equal to the market price of a common share on the determination date for each vested RSU. The number of RSUs to be granted is determined on the basis of the VWAP of the common shares of the Corporation traded on the TSX, for the five trading days preceding the date of the award of the RSUs.

Participants	Management and key employees of the Corporation and designated subsidiaries, as determined by the Board of Directors or the Human Resources Committee.
Term	December 1st of the third calendar year following the award of RSUs, unless otherwise determined by the Board of Directors or Human Resources Committee.
Expiry	RSUs expire under the following conditions, excluding maturity at term: 1) immediately following termination of employment for any reason other than death, disability or retirement; 2) upon disability or death, all RSUs granted to a participant shall vest on a pro-rata basis as of the date of disability or death, with the remainder being cancelled; 3) upon retirement of a participant over the age of 60 with over ten years of consecutive service in the employment of Héroux-Devtek or its subsidiaries, all RSUs granted to said participant vest on a pro-rata basis as of the date of retirement, with the remainder being cancelled.
Vesting conditions	Vesting conditions are determined by the Board or Human Resources Committee, and will generally be on the third anniversary of the Award Date.
Payout amount and date	RSUs are paid out in cash at term. The payment amount is equal to the volume weighted average trading price of the Corporation's shares for the five trading days prior to the end of the term multiplied by the number of RSUs.
Assignment or transfer	RSUs may not be transferred or assigned.
Change of control	At all times, the Board may make such provision for the protection of the rights of the participants in the event of a Change of Control as the Board at its sole discretion considers appropriate in the circumstances.
Blackout	As RSU Payments are made on a predetermined schedule, they are not affected by blackout periods.
RSUs Outstanding	As at March 31, 2024, 85,400 RSUs were issued and outstanding.

Amendment procedures

The Board may at any time, amend the RSU Plan as it deems necessary or appropriate. Such amendment shall be ratified by the Board of each relevant subsidiary.

Purchase Plan

On September 2, 2004, the Board approved the Purchase Plan to induce key employees to hold, on a permanent basis, common shares of the Corporation. The Purchase Plan was amended in 2006, 2011 and 2019.

Membership in the Purchase Plan is optional and is valid for one Purchase Plan year at a time, namely for the period beginning January 1 and ending December 31 of each calendar year. An eligible management employee shall become a participating employee only if he joins the Purchase Plan by completing the enrollment form and if he subscribes with respect to said Purchase Plan year, for a number of shares whose aggregate price shall equal between 2% and 10% of the employee's annual salary as at the date of his enrollment, without exceeding 10% of said annual salary. The Corporation makes matching contributions of between 1.25% and 5.25%.

Participants	Management employees of the Corporation or its subsidiaries, as designated by the Board or the Human Resources Committee, who have more than 6 months of continuous service unless that condition is otherwise waived by the Board of Directors or the Human Resources Committee.
Term	Common shares of the Corporation do not have a term.
Subscription price	All shares are purchased on the market at fair value.
Vesting conditions	One third of the common shares purchased over a calendar year will become vested on July 1 of each of the three following years.
Termination of employment	The following terms relate to termination of employment: 1) if the employment of a participant ends for any reason other than death, disability or retirement, all unvested shares resulting from employer contributions are forfeited. All unvested shares purchased with employee contributions vest immediately; 2) upon retirement, disability or death, all unvested shares shall vest.
Assignment or transfer	The rights and privileges related to common shares cannot be assigned or transferred.
Change of control	At all times, the Board may make such provision for the protection of the rights of the participants in the event of a Change of Control as the Board at its sole discretion considers appropriate in the circumstances.
Blackout	Insiders cannot trade in shares of the Corporation during a blackout period. As payroll deductions are scheduled and automated, contributions continue during a blackout.

Amendment procedures

The Board has full and complete responsibility for the Purchase Plan, which includes, without restriction, the power to adopt, amend, suspend or terminate the Purchase Plan, as it deems necessary or desirable, provided that such acts do not retroactively affect the rights of the participating employees under the Purchase Plan and that the approval of the regulators and the self-regulatory organizations, if necessary, is obtained. The Purchase Plan does not require that an amendment thereto be approved by the shareholders of the Corporation.

Stock Option Plan

The establishment of a balance between short and long-term compensation is essential for the Corporation's performance. For this reason, the Corporation has adopted the Stock Option Plan in 1986 allowing the grant of options to certain key employees of the Corporation and its business units. Although Stock Options are no longer part of the Long-Term Incentive Compensation, they may be granted to executive officers and key employees from time to time under specific circumstances or outstanding performances.

Participants	Officers other than outside directors and key employees of Héroux-Devtek and its subsidiaries, as determined by the Board of Directors or the Human Resources Committee.
Term	The term of each grant is determined by the Board or the Human Resources Committee, subject to a maximum of seven years.
Expiry	1) vested options expire 60 days (or longer at the discretion of the Board or Human Resources Committee) following termination of employment for any reason other than death, disability or retirement 2) all options, vested or not, expire upon termination for cause 3) vested options expire 180 days (or longer at the discretion of the Board or Human Resources Committee) following death, disability or retirement Under no circumstances do options expire later than their initial term.
Vesting conditions	Vesting conditions are determined by the Board or Human Resources Committee. Options granted generally vest in tranches beginning one year following the grant date and include a performance vesting condition based on the price of the Corporation's common shares.
Exercise price	The exercise price may not be lower than average closing price of the Corporation's common shares for the five days preceding the grant.
Authorized securities	The total number of common shares currently issuable under the Stock Option Plan shall not exceed in the aggregate 2,808,257 common shares (representing approximately 8.3% of the common shares outstanding as at March 31, 2024).
Insider participation limit	As defined by the TSX: 1) the number of shares issuable to insiders under all security-based compensation arrangements may not exceed 10% of the total issued and outstanding Common Shares at the award date. 2) the number of shares issued to insiders during any one-year period may not exceed 10% of the total issued and outstanding Common Shares.
Maximum issuable to one person	1) The number of common shares issued to one insider pursuant to the Stock Option Plan, within a one-year period, shall not exceed 5% of the total number of common shares outstanding at each date of such issue of common shares; 2) The aggregate number of common shares issued or which could be issued under the Stock Option Plan to any one beneficiary shall not exceed 20% of the aggregate number of common shares issuable under the Stock Option Plan.
Assignment or transfer	Options awarded under the Stock Option Plan may not be transferred or assigned.
Change of control	In the event of a change of control, the Board may make such provision for the protection of the rights of the participants in the event of a change of control as the Board at its sole discretion considers appropriate in the circumstances.
Blackout	If the term of an option arrives during a trading blackout, the term of the option is extended for ten business days following the end of the blackout period, or ten business days less the number of business days elapsed between the end of the black out period and the end of the term, as applicable.
Options outstanding	As at March 31, 2024, 1,895,500 options were outstanding representing 5.6% of the issued and outstanding common shares. Such options were exercisable at exercise prices ranging from \$9.83 to \$17.45 per share and were due to expire up to May 29, 2030.
Annual burn rate	The burn rate of securities issued related to his plan stood at 1.1%, 0.7% and 0.6% for each of the fiscal years ended March 31 2024, 2023 and 2022, respectively.

Amendment procedures

The Board may, without the approval of the shareholders of the Corporation but subject to receipt of requisite approval from the TSX, in its sole discretion make the following amendments to the Stock Option Plan:

- a. any change to the vesting provisions of an option or of the Stock Option Plan;
- b. any change to the termination provision of an option or the Stock Option Plan which does not entail an extension beyond the expiry date;
- c. any addition to, deletion from or amendment of the Stock Option Plan or of an option that is necessary to comply with applicable law or the requirements of any regulatory authority or stock exchange;
- d. any amendment to correct or rectify any ambiguity, defective provision, error or omission in the Stock Option Plan or an option; and
- e. any other amendment that does not require shareholder approval under the Stock Option Plan.

The approval of the Board and the requisite approval from the TSX and the shareholders shall be required for any of the following amendments to be made to the Stock Option Plan:

- a. any increase in the number of common shares reserved for issuance under the Stock Option Plan, including a change from a fixed number of common shares to a fixed maximum percentage;
- b. any reduction in the subscription price of an option (for this purpose, a cancellation and reissue of options to the same beneficiary with a lower subscription price is considered an amendment to reduce the subscription price of an option);
- c. any extension of the term of any option benefiting an insider;
- d. any change to the eligible beneficiaries which would have the potential of broadening or increasing insider participation;
- e. the addition of any form of financial assistance;
- f. any amendment to a financial assistance provision which is more favourable to beneficiaries; and
- g. any amendment to the amendment section of the Stock Option Plan.

DSU Plan

The DSU Plan for non-employee directors adopted by the Board in May 2011 and amended on August 7, 2023, is intended to enhance the Corporation's ability to attract and retain high quality individuals to serve as members of the Board and participate in the Corporation's long-term success and to promote a greater alignment of interests between the Corporation's non-employee directors and its shareholders.

The DSU Plan is administered by the Human Resources Committee. The DSU Plan enables the participants to receive upon termination of service as director, a cash amount equal to the market price of a common share on the termination date for each vested DSU. The number of DSUs to be granted is determined on the basis of the VWAP of the common shares of the Corporation traded on the TSX, for the five trading days preceding the date of the award of the DSUs.

Participants	Non-employee directors of the Corporation.
Term	DSUs do not have a fixed term.
Expiry	DSUs expire under the following conditions, at which time they are paid out: 1) upon termination of service as a Director; 2) upon death or disability of the participant.
Vesting conditions	DSUs vest immediately on the award date, unless the director has elected to receive such DSUs in lieu of cash for their annual retainer. DSUs received under election as annual retainer usually vest 1/12 during each month of service, the last day of each month.
Payout amount and date	A Participant shall be entitled to select a DSU Settlement Date which date shall be no later than December 1st of the calendar year following the calendar year during which the Termination Date occurred. The cash payment amount upon termination is equal to the volume weighted average trading price of the Corporation's shares for the five trading days prior to the end of the term multiplied by the number of DSUs.
Assignment or transfer	DSUs may not be transferred or assigned.
Blackout	Should the service of a Board member terminate during a blackout period, the DSUs will be paid out following the blackout period at a rate equal to the volume weighted average trading price of the Corporation's shares for the five trading days following the end of the blackout multiplied by the number of DSUs.
DSUs Outstanding	As at March 31, 2024, 308,972 DSUs were issued and outstanding.

Amendment procedures

The Board may at any time amend the Plan as it deems necessary or appropriate.

Pension Plans

Defined Benefit Pension Plans

The pension payable to the eligible executive officer is based on the years of credited service and a percentage of the average of the best three consecutive basic earnings (Average Earnings) at the date of retirement. For Gilles Labbé, this percentage is equal to 2% for all his credited service and his pension is not limited. The pension is payable at normal retirement date (first of the month coincident with or immediately following the executive's 65th birthday, or later if the participant works past this date).

The pension is payable from two sources: a registered Individual Pension Plan (IPP) and an unregistered Executive Retirement Plan (ERP). The IPP pays the pension up to the income tax limits and the excess is paid from the ERP. The IPP pension is funded through Corporation's and employee's contributions while the ERP pension is funded through Corporation's contributions to the Retirement Compensation Arrangements (RCA).

In the event of a change in control of the Corporation, the ERP benefits shall be fully funded upon the closing of such change of control and no reduction would be applied on the pension upon early retirement.

The following table shows the retirement benefits for the eligible Named Executive under the defined benefit pension plans:

Name	Annual pension currently in pay	Accrued Obligation at start of year ⁽²⁾	Compensatory Change ⁽³⁾	Non-Compensatory Change ⁽⁴⁾	Accrued Obligation at year end ⁽⁵⁾
Gilles Labbé ⁽¹⁾	\$412,500	\$5,798,000	\$—	\$35,000	\$5,833,000

⁽¹⁾ M. Labbé has been retired under the defined benefit plans since March 1, 2024.

⁽²⁾ The accrued obligation at start of year is the value of the accrued retirement benefits as at March 31, 2023, based on assumptions and methods in respect of fiscal year ended March 31, 2023, as disclosed in the Corporation's Financial Statements available on SEDAR+ at www.sedarplus.ca and a copy of same will be provided free of charge, upon request, to any shareholder of the Corporation.

⁽³⁾ The compensatory change in the accrued obligation includes service cost net of employee contributions and the impact of the difference between actual and estimated earnings.

⁽⁴⁾ The non-compensatory change in the accrued obligation includes changes in assumptions, employee contributions and interest on the accrued obligation at the start of the year.

⁽⁵⁾ The accrued obligation at year-end is the value of the accrued retirement benefits as at March 31, 2024, based on assumptions and methods in respect of fiscal year ended March 31, 2024, as disclosed in the Corporation's financial statements available on SEDAR+ at www.sedarplus.ca and a copy of same will be provided free of charge, upon request, to any shareholder of the Corporation.

Defined Contribution Pension Plan

Under the Canadian defined contribution pension plan offered to executive officers working in Canada (the "Canadian Plan"), the Corporation contributes an amount equal to the executive officers' contributions (between 3% and 5% of base salary), subject to the income tax limits, to a savings account opened on their behalf. The contributions of both Mr. Brassard and Mr. Arsenault have been waived and the Corporation contributes 10% of their base salary up to the income tax limits.

The executive officers' accounts accumulate with interest according to their investment instructions. At retirement, the executive officers receive their account balance.

The following table shows the accumulated values for each eligible Named Executive under the defined contribution pension plans:

Name	Accumulated Value at start of year ⁽¹⁾	Compensatory ⁽²⁾	Non-Compensatory ⁽³⁾	Accumulated Value at year end ⁽⁴⁾
Stéphane Arsenault	695,000	30,300	93,800	819,100
Dominique Dallaire	295,500	14,500	60,200	370,200
Daniel Normandin	527,400	12,300	101,700	641,400

⁽¹⁾ The accumulated value at start of year is the account balance as at April 1, 2023.

⁽²⁾ The compensatory component represents the amount of employer contributions from April 1st, 2023, to March 31, 2024.

⁽³⁾ The non-compensatory component represents the amount of employee contributions and investment earnings from April 1st, 2023, to March 31, 2024.

⁽⁴⁾ The accumulated value at year end is the account balance as at March 31, 2024.

Termination and Change of Control Benefits

With respect to the Named Executives, individual employment agreements stipulate that, in the case of termination of employment initiated by the Corporation for reasons other than cause, severance payments are as follow:

Termination by the Corporation Without Cause

Named Executives	Severance Payments	Maximum Payments	Total Estimated Payments ⁽¹⁾
Gilles Labbé	6 months + one month per year of service	24 months	\$2,483,896
Martin Brassard	6 months + one month per year of service	24 months	3,366,614
Stéphane Arsenault	6 months + one month per year of service	24 months	1,595,898
Dominique Dallaire	6 months + one month per year of service	18 months	1,097,820
Daniel Normandin	6 months + one month per year of service	18 months	829,044

⁽¹⁾ Including salary, short-term incentive plan, benefits and value of in-the-money vested options as of March 31, 2024.

All Named Executives undertake to not solicit the Corporation's customers or employees for a period of 24 months.

Some of the Named Executives could also receive the bonus, included above, that otherwise would have been payable for the fiscal year in which cessation of employment occurs, but prorated, provided the Named Executive has completed at least six months of employment in said year. The Named Executives will have a period of at least 60 days following cessation of employment to exercise vested stock options.

Termination of Employment Following Change in Control

Named Executives	Severance Payments	Maximum Payments	Total Estimated Payments ⁽¹⁾⁽²⁾
Gilles Labbé	6 months + one month per year of service	24 months	\$3,644,156
Martin Brassard	6 months + one month per year of service	30 months	6,498,481
Stéphane Arsenault	6 months + one month per year of service	24 months	2,681,919

⁽¹⁾ Including salary, short-term incentive plan, benefits and value of in-the-money options and PSUs as of March 31, 2024.

⁽²⁾ Dominique Dallaire and Daniel Normandin do not have specific clause for Termination of Employment Following Change in Control in their employment contracts.

Gilles Labbé, Martin Brassard and Stéphane Arsenault undertake to not solicit the Corporation's customers or employees for a period of 24 months and to not compete with the Corporation for a period of 12 months for Martin Brassard and 18 months for Gilles Labbé and Stéphane Arsenault.

ADDITIONAL INFORMATION

INTERESTS IN MATERIAL TRANSACTIONS

None of the Corporation's directors, officers, nominees for election as directors, other insiders of the Corporation or any persons associated with or otherwise related to any of the foregoing has had an interest in any material transaction carried out since the beginning of the Corporation's most recently completed financial year or in any proposed transaction which has materially affected or is likely to materially affect the Corporation or any of its subsidiaries.

INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS

None of the Corporation's directors, officers, nominees for election as a director, nor any associate of the foregoing is indebted to the Corporation or any of its subsidiaries.

AUDIT COMMITTEE

Reference is made to Item 10 - Audit Committee of the Corporation's Annual Information Form ("AIF") that contains the information required by section 5.1 and Form 52-110F1 of Regulation 52-110. The Corporation's AIF is available on SEDAR+ at www.sedarplus.ca and a copy of same will be provided free of charge, upon request, to any shareholder of the Corporation.

NORMAL COURSE ISSUER BID

Fiscal 2023 NCIB

The Corporation was authorized to purchase common shares under a normal course issuer bid ("NCIB") commencing on May 25, 2022, and that ended on May 24, 2023. During this NCIB, the Corporation had purchased for cancellation 583,903 common shares for approximately \$7.8 million at a weighted average price of \$13.44 per common share.

Fiscal 2024 NCIB

The Corporation is authorized to purchase common shares a NCIB that commenced on August 10, 2023, and will end on August 9, 2024. As at June 18, 2024, the Corporation repurchased and cancelled 453,503 common shares for a cash consideration of \$6.8 million representing a weighted average price of \$14.99 per common share.

APPROVAL

The contents and the sending of this Circular have been approved by the directors of the Corporation.

(s) François Renaud

Longueuil, Québec
June 18, 2024

François Renaud
Secretary

ADDITIONAL INFORMATION

Additional information relating to the Corporation is available on SEDAR+ at www.sedarplus.ca. Shareholders may contact the Corporation at the following address to request copies of the Corporation's consolidated financial statements and Management Discussion & Analysis: Secretary, Héroux-Devtek Inc., Suite 600, West Tower, Complexe Saint-Charles, 1111 Street W., Longueuil, Québec, Canada, J4K 5G4. These documents are also available on the Corporation's Web site at www.herouxdevtek.com and on SEDAR+ at www.sedarplus.ca. Financial information is provided in the Corporation's comparative consolidated financial statements and Management Discussion & Analysis: for its most recently completed financial year.