



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 Friday, August 10, 2018 (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, 2018 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 (in the case of registered shareholders) or a voting instruction form (in the case of non-registered shareholders), 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 in the Salon Pierre de Coubertin of the OMNI Mont-Royal Hotel, 1050 Sherbrooke Street West, in the City of Montréal, Québec, at 10:00 a.m., local time, on Friday, August 10, 2018 (the “**Meeting Date**”), for the following purposes:

1. to receive the Consolidated Financial Statements of the Corporation for the year ended March 31, 2018 and the auditors’ report thereon;
2. to elect directors;
3. to appoint the independent auditors and to authorize the directors to fix their remuneration;
4. to consider and, if deemed appropriate, to pass a resolution (the “**Stock Option Plan Resolution**”) to approve the amendment and restatement of the stock option plan of the Corporation as more particularly described in the accompanying Circular and the replenishment of the number of common shares reserved for issuance under the stock option plan by a number equal to the common shares that have been issued following the exercise of options under such stock option plan;
5. to consider and, if deemed appropriate, to pass a resolution ratifying, confirming and approving the Corporation’s new by-law No. 2018-01 regarding the advance notice, as more particularly described in the accompanying Circular; and
6. to transact such other business as may properly be brought before the Meeting.

Proxies to be used at the Meeting must be deposited with the Corporation c/o Computershare Investor Services Inc., by mail to the address on the envelope provided herewith, or by personal delivery to 1500 Robert-Bourassa Boulevard, 7th Floor, Montréal, Québec, Canada H3A 3S8, not later than 5:00 p.m., local time, on Wednesday, August 8, 2018.

Accessing Meeting Materials Online

The Meeting Materials can be viewed online under the Corporation’s profile at www.sedar.com or www.herouxdevtek.com.

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* 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 1-866-964-0492 after the Meeting Date.

Non-registered shareholders may make their request by telephone at 1-877-907-7643 by entering the 12-digit 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 30, 2018 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 20, 2018.

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.