



2019 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 Friday, August 9, 2019 (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, 2019 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 Fortifications Ballroom of the Westin Hotel, 270 Saint-Antoine Street West, in the City of Montréal, Québec, at 10:00 a.m., local time, on Friday, August 9, 2019 (the “**Meeting Date**”), for the following purposes:

1. to receive the Consolidated Financial Statements of the Corporation for the year ended March 31, 2019 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 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 7, 2019.

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, 2019 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, 2019

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 Héroux-Devtek Inc. (the “Corporation” or “Héroux-Devtek”) for use at the annual meeting of the shareholders of the Corporation (the “Meeting”) to be held on Friday, August 9, 2019 (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., 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 7, 2019.

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 the independent auditors named in this Circular 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., 1500 Robert-Bourassa Boulevard, 7th Floor, Montréal, Québec, Canada H3A 3S8, 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. Any proxy given by a shareholder can also be revoked by the shareholder if the shareholder attends the Meeting in person and so requests.

Voting Rights and Principal Holders of Voting Securities

As of June 19, 2019, (the “Record Date”), 36,362,210 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 1, 2019, the following:

Name	Number of Common Shares	Percentage of Outstanding Common Shares
Gilles Labbé	3,701,743 ⁽¹⁾	10.2%
Caisse de dépôt et placement du Québec	4,807,395	13.2%
Fonds de solidarité des travailleurs du Québec	3,679,709	10.1%

⁽¹⁾ 3,587,738 Common Shares included in this number are held by 9356-9283 Québec inc., and 47,000 Common Shares were held by 2945-0228 Québec Inc. two corporations controlled by Mr. Gilles Labbé.

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, 2019 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 under the Corporation’s profile at www.sedar.com or www.herouxdevtek.com/investor-relations.

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 no later than July 30, 2019 to ensure timely receipt.

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 adopted on May 22, 2019, the precise number of directors has been fixed at eight directors. All nominees have served continuously as directors of the Corporation since their appointment or first election in such capacity. Therefore, a total of eight nominees are being proposed as directors for election by the shareholders at the Meeting. See pages 7 through 9 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 on pages 7 through 9.

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 director. The total market value of common shares and DSUs is estimated by multiplying the number of shares or deferred share units ("DSUs") by the closing share price of the given fiscal year, being \$16.90 as at May 31, 2019 and \$16.43 as at May 31, 2018.

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.

NATHALIE BOURQUE

Quebec, Canada	Principal Occupation
Director since 2015	Corporate Director. Consultant in public relations, government relations and financial communications. Since 2012, member of the board and of the human resources and corporate governance committee of Alimentation Couche-Tard Inc. Since 2017, 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
2019	8,500	12,384	352,940	Yes
2018	4,000	8,548	206,164	N/A*

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

MARTIN BRASSARD

Quebec, Canada	Principal Occupation
Director since 2019 ⁽¹⁾	President and Chief Executive Officer, Héroux-Devtek Inc.
Non-independent	

Securities held and market value as at June 1,

	Common Shares	DSUs	Market Value	Meets share ownership requirement
2019	167,234	—	2,826,255	N/A
2018	146,627	—	2,409,082	N/A

⁽¹⁾Mr. Martin Brassard has been appointed Director on June 1st, 2019. Since June 1st, 2019, Mr. Martin Brassard holds the position of President and Chief Executive Officer and has ceased to act as Executive Vice President and Chief Operating Officer.

PAULE DORÉ

Quebec, Canada	Principal Occupation
Director since 2010	Corporate Director. Over the last 25 years, member of the boards of directors of several Canadian public companies, including Ault Food Ltd, AXA Canada, Covitec, Groupe Laperrière Verrault (GLV) and Cogeco Inc. Mrs. Doré has also chaired the boards of associations and non-profit organizations. From 1990 to 2006, member of the senior management of CGI Inc. as Executive Vice President and Chief Corporate Officer. Currently, Mrs. Doré is a member of the board of directors of CGI Inc., the Institute for Governance of Private and Public Organizations (IGOPP) and Musée Pointe-à-Callières.
Independent	
Chair of the Human Resources Committee	

Securities held and market value as at June 1,

	Common Shares ⁽¹⁾	DSUs	Market Value	Meets share ownership requirement
2019	17,000	18,545	600,711	Yes
2018	17,000	16,307	547,234	Yes

⁽¹⁾ These shares are held by Fiducie Paule Doré, a trust controlled by Mrs. Paule Doré.

GILLES LABBÉ

Quebec, Canada	Principal Occupation
Director since 1985	Executive Chairman ⁽¹⁾ of the Board of Héroux-Devtek. From 1985 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 ⁽²⁾	DSUs	Market Value	Meets share ownership requirement
2019	3,701,743	—	62,559,457	N/A
2018	3,650,300	—	59,974,429	N/A

⁽¹⁾ Since June 1st, 2019, Mr. Labbé holds the position of Executive Chairman of the Board and has ceased to act as the President and Chief Executive Officer.

⁽²⁾ 3,587,738 Common Shares included in this number are held by 9356-9283 Québec inc., and 47,000 Common Shares were held by 2945-0228 Québec Inc. two corporations 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
2019	20,000	18,545	651,411	Yes
2018	20,000	16,307	596,524	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	
Member of the Human Resources Committee	

Securities held and market value as at June 1,

	Common Shares	DSUs	Market Value	Meets share ownership requirement
2019	20,000	35,736	941,938	Yes
2018	20,000	28,610	798,662	Yes

BRIAN A. ROBBINS

Ontario, Canada	Principal Occupation
Director since 2000	Executive Chairman, Exco Technologies Limited.

Independent Lead Director⁽¹⁾

Member of the Human Resources Committee

Securities held and market value as at June 1,

	Common Shares ⁽²⁾	DSUs	Market Value	Meets share ownership requirement
2019	50,000	46,454	1,630,073	Yes
2018	50,000	38,461	1,453,414	Yes

⁽¹⁾ Since June 1st 2019, Mr. Robbins holds the position of Lead Director and ceased to act as the Chairman of the Board.

⁽²⁾ 40,000 Common Shares included in this number are held by 1155924 Ontario Limited, a corporation wholly owned by Mr. Brian A. Robbins and family.

BEVERLY WYSE

Washington, U.S.A.	Principal Occupation
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Director since 2019⁽¹⁾
Independent
Member of the Audit Committee

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. Strategic advisor in Aerospace to Arcadis and member of the board of trustees of Olin College of Engineering.

Securities held and market value as at June 1,

	Common Shares	DSUs	Market Value	Meets share ownership target
2019	—	1,615	27,294	N/A*
2018	—	—	—	N/A

⁽¹⁾ Ms. Beverly Wyse has been appointed Director on February 6, 2019.

* 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, 2019.

Name ⁽¹⁾	Fees earned ⁽²⁾	Share-based awards ⁽³⁾⁽⁴⁾	Total
Nathalie Bourque	\$ 29,167	\$ 55,833	\$ 85,000
Paule Doré	60,000	35,000	95,000
Pierre Fitzgibbon ⁽⁵⁾	10,417	43,334	53,751
Louis Morin	60,000	35,000	95,000
James J. Morris	—	110,817	110,817
Brian A. Robbins	—	121,111	121,111
Andrew John Stevens ⁽⁶⁾	—	110,817	110,817
Beverly Wyse ⁽⁷⁾	21,916	15,342	37,258

⁽¹⁾ In fiscal year 2019, Mr. Gilles Labbé was the President and CEO of the Corporation and did not receive any director fees. Mr. Labbé's 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 Canadian Securities Administrators' 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.

⁽⁵⁾ The mandate of Mr. Pierre Fitzgibbon ended on October 2, 2018.

⁽⁶⁾ Mr. Andrew John Stevens does not stand for re-election and therefore his mandate will end on August 9, 2019.

⁽⁷⁾ Ms. Beverly Wyse was appointed Director of the Corporation on February 6, 2019.

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 and Attendance Fees

Each 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
Chairman of the Board	Human Resources Committee	Human Resources Committee
Board Member	Audit Committee	Audit Committee

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, \$35,000 for Canadian directors, US\$35,000 for non-Canadian directors and \$40,000 for the Chairman of the Board. 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 outstanding as at March 31, 2019:

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	533	\$ 8,464	\$ 188,194
Paule Doré	—	—	294,495
Louis Morin	—	—	294,495
James J. Morris	1,397	22,184	545,303
Brian A. Robbins	1,812	28,775	708,915
Andrew John Stevens ⁽⁵⁾	1,397	22,184	502,729
Beverly Wyse	—	—	25,646

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

⁽²⁾ During fiscal year 2019, Mr. Gilles Labbé was the President and CEO of the Corporation and did not receive any director fees. Mr. Labbé's 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 2019. On March 31, 2019, being the last business day of the fiscal year 2019, the closing price of the Corporation's Common Shares on the TSX was \$15.88 (HRX-T).

⁽⁵⁾ Mr. Andrew John Stevens does not stand for re-election and therefore his mandate will end on August 9, 2019.

Director Incentive Plan Awards – Value Vested During the Year

Name ⁽¹⁾	Share-based awards – Value vested during the year ⁽²⁾
Nathalie Bourque	\$ 56,882
Paule Doré	35,539
Louis Morin	35,539
James J. Morris	113,367
Brian A. Robbins	128,072
Andrew John Stevens ⁽³⁾	113,367
Beverly Wyse	25,646

⁽¹⁾ During fiscal year 2019, Mr. Gilles Labbé was the CEO of the Corporation and did not receive any director fees. Mr. Labbé's 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.

⁽³⁾ Mr. Andrew John Stevens does not stand for re-election and therefore his mandate will end on August 9, 2019.

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.

Effective June 1st, 2019, Gilles Labbé became Executive Chairman of the Board, Martin Brassard was appointed as Director and President and Chief Executive Officer of the Corporation and Brian A. Robbins was appointed Lead Director since Gilles Labbé is not considered independent under securities legislation.

1. Board of Directors

- (a) As at June 20, 2019, the following directors are independent within the meaning of section 1.4 of Regulation 52-110 respecting *Audit Committees* ("Regulation 52-110"):

Nathalie Bourque
 Paule Doré
 Louis Morin
 James J. Morris
 Brian A. Robbins
 Andrew John Stevens
 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
Nathalie Bourque	Alimentation Couche-Tard Inc.	TSX	Human Resources and Corporate Governance Committee
	Hexo Corporation	TSXV	Audit Committee Human Resources and Corporate Governance Committee
Paule Doré	CGI ⁽¹⁾	TSX NYSE	Chair of the Corporate Governance Committee
Gilles Labbé	CGI ⁽¹⁾	TSX NYSE	Chair of the Audit and Risk Management Committee
Brian A. Robbins	Exco Technologies Limited	TSX	N/A
	AirBoss of America Corp.	TSX	Chair of the Audit Committee
Andrew John Stevens	De La Rue plc	LSE	Audit Committee Ethics Committee Nomination Committee Remuneration Committee
	CAE Inc.	TSX NYSE	Human Resources Committee Chair of the Governance Committee

⁽¹⁾ Interlocking directorships.

- (e) 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 meetings a year at which members of management are not in attendance. During the fiscal year ended March 31, 2019, five such meetings have been held.

- (f) Since June 1st, 2019, considering that the Executive Chairman of the Board, Mr. Gilles Labbé, is not independent, the Board has appointed Mr. Brian A. Robbins as Lead Director. 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, 2019.

Director	Board Meetings	Audit Committee Meetings	Human Resources Committee Meetings
Nathalie Bourque	7 of 7	5 of 5	-
Paule Doré	7 of 7	-	5 of 5
Pierre Fitzgibbon	3 of 3	2 of 2	-
Gilles Labbé	7 of 7	-	-
Louis Morin	7 of 7	5 of 5	-
James J. Morris	7 of 7	-	5 of 5
Brian A. Robbins	7 of 7	-	5 of 5
Andrew John Stevens	7 of 7	5 of 5	-
Beverly Wyse	2 of 2	1 of 1	-

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 CEO.

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 selection process – Subject to the minimum number of directors set out at two 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.

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

Chairman of the Board – 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 CEO.

Director orientation – The Chairman of the Board, the CEO 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 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 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 CEO discusses agenda items for the meeting with the Chairman of the Board. The independent directors meet, without the presence of members of management, at the end of each regular meeting (unless they waive such requirement). 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 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 Chairman of the Board shall not be entitled to a second vote.

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 CEO and other executive officers and satisfy itself that the CEO 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 CEO and senior management. The Board is responsible for developing written position descriptions for both the Chairman of the Board and the CEO. 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 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 consolidated audited financial statements and the unaudited consolidated 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 for the chair of each board committee. 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 fulfils its responsibilities.
- (b) The Board and the CEO have developed a written position description for the CEO. Pursuant to such position description, the CEO 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 CEO shall have specific duties set out in the written position description and such other powers and duties as the Board may specify. The CEO 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 Chairman of the Board, the CEO 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 revised *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* 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 whistle-blower policy. The Corporation will periodically ask 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 CEO of the Corporation 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.

7. Compensation

The Human Resources Committee is charged with reviewing on an annual basis 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 is responsible for monitoring the effectiveness of the Board and the performance of the directors. The process is facilitated by questionnaires sent by the Chair 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 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.

11. Policies Regarding the Representation of Women

The Board is very proud that, as at June 1, 2019, 33% 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 will, within the purview of its mandate, have 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 will consider the level of women representation 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. As of June 1, 2019, there is one woman, the Vice President, Corporate Controller, occupying an executive officer position with the Corporation. 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.

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 2019. As such, this information does not take into consideration the recent changes in management discussed elsewhere in this Circular. As of March 31st, 2019, Gilles Labbé was the President and Chief Executive Officer of the Corporation and Martin Brassard was the Executive Vice-President and Chief Operating Officer.

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 Officers (as hereinafter defined) with total compensation that stands at the first quartile 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 considering market and Corporation's performance.

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**").

Market Comparator and Positioning

The Corporation's positioning in the market with respect to compensation for executive officers is assessed based on a comparator group that serves as a reference group, as suggested by PCI - Perrault Consulting Inc. ("**PCI**") and approved by Human Resources Committee. PCI's analysis conducted in 2019 included 11 companies selected considering criteria such as annual revenues between US \$271 million and US \$1,896 million, comparable customer base, publicly-traded, autonomous, market for potential recruitment and entrepreneurial culture (the "**Comparator Group**").

In fiscal year 2019, LMI Aerospace inc. was removed from the comparator group following their acquisition by Sonaca.

The Comparator Group is composed of the following companies:

Companies	Selection criteria	Revenues
AAR Corp.	Aerospace & Defense	US\$ 1,748
Aerojet Rocketdyne	Aerospace & Defense	US\$ 1,896
AeroVironment Inc.	Aerospace & Defense	US\$ 271
Astronics Corp	Aerospace & Defense	US\$ 803
Ducommun	Aerospace & Defense	US\$ 629
Exco Technologies	Industrial machinery	\$ 576
Kratos Defense & Security	Aerospace & Defense	US\$ 618
Magellan Aerospace Corp	Aerospace & Defense	\$ 967
RBC Bearings Inc.	Industrial machinery	US\$ 675
Senior Plc Inc.	Aerospace & Defense	£ 1,082
Sparton Corp	Aerospace & Defense	US\$ 375

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 officers' salaries are reviewed annually and may be adjusted by the Human Resources Committee based on the incumbents' performance and their relative positioning against market.

Annual Incentive Compensation

The Corporation offers executive officers the possibility 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 product line or 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 President and Chief Executive Officer, the Executive Vice President and Chief Operating Officer and the Vice President and Chief Financial Officer, and the return on net utilized assets ("RONA") and operating income for the Managing Director UK Region and the Vice President, General Manager of Central 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/product line or business unit shall have met at least 80% 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 120% for eligible managers, 130% for senior managers and 170% for some Named Executives (as hereinafter defined) depending on the level of achievement.

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 based on consolidated net income. Therefore, the total annual incentive compensation paid based on the Corporation's performance is composed of the following:

For positions with corporate responsibilities:

- 100% of the target bonus is based on the Corporation's performance as a whole.

For positions with region, product line and/or business unit responsibilities:

- 25% of the target bonus is based on the Corporation's performance as a whole; and,
- 75% of the target bonus is based on the region, product line and/or business unit performance.

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

Position	Performance Measures	Weighting	Threshold Levels
President and Chief Executive Officer Vice President and Chief Financial Officer Executive Vice President and Chief Operating Officer	The Corporation's Adjusted Net Income	100%	Threshold set lower than previous year's Adjusted Net Income
Managing Director UK Region Vice President, General Manager of Central Region	The Region's RONA; The Region's Operating Income; and The Corporation's Adjusted Net Income	37.5% 37.5% 25%	Thresholds set higher than previous year's RONA and Operating Income

Thresholds 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.

For fiscal year ended March 31, 2019, the Corporation used adjusted net income, which excludes non-recurring items, 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.

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, namely: Net Income, RONA and Operating Income. 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.

The Corporation's achievement of financial objectives and performance as a whole and per region for the fiscal year ended March 31, 2019 ranged from 0% to 192%, and from 96% to 130% for the Named Executives.

Finally, the executive officers and key employees' bonus will be calculated based on the individual performance; from 80% for "below expectations" to 120% for "outstanding contribution". The Human Resources and 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.

Based on its review, the Human Resources Committee approved the following individual payout factor for each of the following Named Executives in connection with payment of the short-term incentive to each of them:

Named Executives	Individual Payout Factor
Gilles Labbé	115.4%
Stéphane Arsenault	111.9%
Martin Brassard	129.1%
Gaétan Roy	120.4%
Jack Curley	103.0%

Accordingly, based on the Human Resources Committee's assessment of the fiscal year 2019 corporate objectives and on the individual performance for the fiscal year ended March 31, 2019, the following annual incentive compensation will be paid in fiscal year 2020 to each Named Executive:

Named Executives	Annual Incentive Compensation	% of Salary
Gilles Labbé	\$ 650,000	138.5%
Stéphane Arsenault	\$ 205,000	80.6%
Martin Brassard	\$ 375,000	108.4%
Gaétan Roy	\$ 122,319	53.0%
Jack Curley	\$ 111,537	41.2%

Long-term Incentive Compensation

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 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.

In general, the Board determines the number of options granted annually based on a percentage of the target bonus of the Named Executives, established according to the level of responsibility and authority of such Named Executives. The total amount of options issued over the past years is looked at but does not have a material impact on the number of options to be granted to the employee. The options are granted at market value at time of grant and may be exercised for a period of up to seven years.

Refer to the Equity Compensation Plans section hereafter for details regarding the Stock Option 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**.

Performance Share Unit Plan

The Performance Share Unit Plan (the "**PSU Plan**") for management and key employees of the Corporation and its subsidiaries was adopted by the Board on August 6, 2014 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 "**PSU Payment**"). The number of Performance Share Units ("**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.

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

The compensation policy seeks to primary reward the superior performance through both individual and corporate results and the increased shareholder value. In reviewing executive officers' compensation, the Human Resources Committee will take into consideration numerous factors that are not easily measurable but which consider the individual performance, experience, integrity and peer appreciation.

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, region or product line 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 2019, 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.

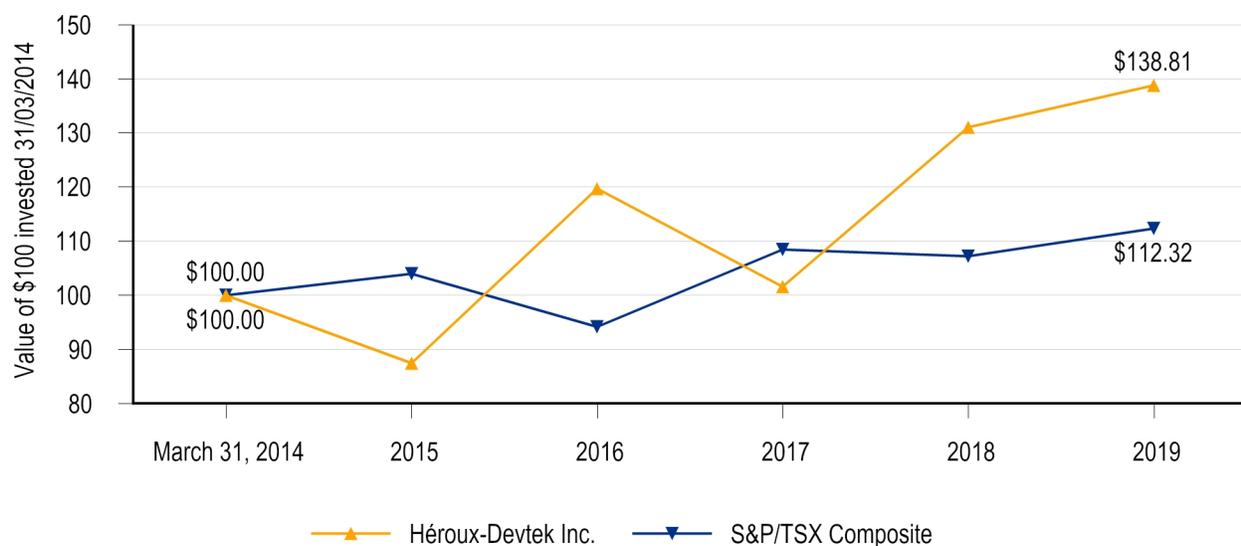
The Human Resources Committee is of the opinion that the total compensation of the executive officers is balanced to avoid any potential risk that may result from taking actions to maximize compensation without regard for the risk assumed by the Corporation.

Restrictions on trading and hedging of Corporation 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.

Performance Graph

The following graph compares the total cumulative shareholder return for \$100 invested in the Corporation's Common Shares on March 31, 2014 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, 2019.



	March 31, 2014	March 31, 2015	March 31, 2016	March 31, 2017	March 31, 2018	March 31, 2019
Héroux-Devtek Inc.	\$100.00	\$87.41	\$119.67	\$101.57	\$131.03	\$138.81
S&P/TSX Composite	\$100.00	\$103.96	\$94.13	\$108.46	\$107.20	\$112.32

The trend shown by the above graph is a positive total cumulative return for a shareholder over the past five years. During the same five year period, total compensation received by the Named Executives is generally in line with the trend.

In fiscal year 2019, the CEO's pay trend was compared with the trend in total shareholders' return over the latest five years. The difference in the trend rates, weighted to reflect recent history as suggested by proxy advisory firms was positive in favor of the Corporation's total shareholders' return and did not raise any concern.

Complimentary tests with respect to both the percentile ranks of the CEO's pay and the total shareholders' return over three years and the CEO's pay as a multiple of the estimated median CEO pay of the Comparator Group, indicated no material pay and performance disconnect. Based on such results, there appeared to be no material disconnect between the CEO's total compensation and the total shareholders' return.

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, 2019, the Human Resources Committee was made up of the following three independent directors: Paule Doré, who is the Chair, Brian A. Robbins and James J. Morris. 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 CEOs of publicly traded companies or as executives. Specifically, Ms. Doré, was Executive Vice President, Chief Corporate Officer of CGI, as well as their top HR executive for more than 15 years. She now chairs the Corporate Governance committee of the board of CGI and was previously chair of the Corporate Governance Committee and member of the Human Resources committee of Cogeco Inc. Mr. Robbins is President and Chief Executive Officer of Exco Technologies Limited. Mr. Morris was, up to December 31, 2006, Vice President Engineering and Manufacturing for Boeing Commercial Airplanes.

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

The Human Resources Committee in consultation with management has retained PCI in fiscal year 2019 to prepare a compensation market positioning for specific executive positions, including some of the Named Executives in light of the transition of the CEO to the Executive Chairman position and his replacement by the former Executive Vice President and Chief Operating Officer. PCI also assisted the Corporation in the revision and modification to employment contracts and long-term incentive / stock-purchase plans to ensure coherence with the Corporation's objectives and strategy.

The Corporation had appointed PCI initially in February 2009 to provide assistance with respect to Board member and executive compensation matters. PCI is a Montreal-based company founded in 2001 which has extensive expertise in competitive compensation policies and plan design, including short and long-term incentives, and overall compensation management.

The following table summarizes fees paid to PCI, for the fiscal year ended March 31, 2019 and 2018:

	2019	2018
Executive Compensation-Related Fees	\$ 50,549	\$ 41,510
All Other Fees	9,109	—
	\$ 59,658	\$ 41,510

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 ⁽⁵⁾ President and Chief Executive Officer	2018/19	\$ 469,434	\$ 345,880	\$ 254,400	\$ 650,000	\$ 38,400	\$ 61,475	\$ 1,819,589
	2017/18	449,311	389,678	268,800	460,000	89,100	61,024	1,717,913
	2016/17	448,191	263,149	118,500	350,000	80,300	61,043	1,321,183
Stéphane Arsenault Vice President and Chief Financial Officer	2018/19	254,375	157,255	106,000	205,000	12,718	10,078	745,426
	2017/18	235,674	128,124	96,000	165,000	11,784	9,942	646,524
	2016/17	229,124	71,230	47,400	152,500	11,400	9,694	521,348
Martin Brassard ⁽⁶⁾ Executive Vice President and Chief Operating Officer	2018/19	345,926	173,814	169,600	375,000	13,319	24,782	1,102,441
	2017/18	331,182	152,453	153,600	260,000	4,171	25,275	926,681
	2016/17	325,094	87,269	71,100	240,000	8,963	46,421	778,847
Gaétan Roy Managing Director UK Region	2018/19	230,874	58,899	42,400	122,319	11,518	140,527	606,537
	2017/18	221,839	51,837	46,080	102,132	10,843	146,269	579,000
	2016/17	196,710	34,610	23,700	85,720	10,000	148,875	499,615
Jack Curley Vice President and General Manager Central Region	2018/19	270,742	57,682	42,400	111,537	7,670	85,439	575,470
	2017/18	258,945	52,069	46,080	50,592	7,173	75,979	490,838
	2016/17	259,816	34,853	28,440	52,504	7,197	83,661	466,471

⁽¹⁾ Share-based Awards were made under the Purchase Plan and the PSU Plan. Value of Share-based Awards represents the Corporation's contribution under the Purchase Plan and the PSU grant date value. The PSU grant date value is equal to the number of PSUs granted multiplied by the VWAP during the five trading days preceding the grant date of the Common Shares (fiscal year 2017: \$15.07; fiscal year 2018: \$14.87; fiscal year 2019: \$16.31). These amounts do not reflect the current value of the PSUs or the value, if any, that may be received when the PSUs are vested.

⁽²⁾ Value of options is theoretical-expected values calculated at the date of grant using the binomial lattice model assuming a 4.8 year expected life, expected volatility of 24% based on the Corporation's history, expected forfeiture, no expected dividend distribution and a compounded risk-free rate of 2.3%.

⁽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. It also includes contribution to a personal pension fund for Mr. Martin Brassard.

⁽⁵⁾ Since June 1st, 2019, Mr. Gilles Labbé holds the position of Executive Chairman of the Board.

⁽⁶⁾ Since June 1st, 2019, Mr. Martin Brassard holds the position of President and Chief Executive Officer.

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	100,000	11.71	Feb 17, 2021	417,000			
	17,775	11.31	Aug 15, 2021	81,232			
	25,000	10.71	Jun 15, 2022	129,250			
	25,000	15.01	Jun 2, 2023	21,750			
	70,000	14.93	Mar 22, 2025	66,500			
	60,000	16.22	Jun 1, 2025	—			
					24,537	391,380	402,901
Stéphane Arsenault	25,000	11.71	Feb 17, 2021	104,250			
	9,280	11.31	Aug 15, 2021	42,410			
	25,000	10.71	Jun 15, 2022	129,250			
	10,000	15.01	Jun 2, 2023	8,700			
	25,000	14.93	Mar 22, 2025	23,750			
	25,000	16.22	Jun 1, 2025	—			
					10,149	161,859	235,453
Martin Brassard	65,000	11.71	Feb 17, 2021	271,050			
	10,469	11.31	Aug 15, 2021	47,843			
	30,000	11.45	Nov 24, 2021	132,900			
	23,000	10.71	Jun 15, 2022	118,910			
	15,000	15.01	Jun 2, 2023	13,050			
	40,000	14.93	Mar 22, 2025	38,000			
	40,000	16.22	Jun 1, 2025	—			
					11,631	185,500	394,719
Gaéтан Roy	15,000	11.71	Feb 17, 2021	62,550			
	4,023	11.31	Aug 15, 2021	18,385			
	5,000	10.71	Jun 15, 2022	25,850			
	5,000	15.01	Jun 2, 2023	4,350			
	12,000	14.93	Mar 22, 2025	11,400			
	10,000	16.22	Jun 1, 2025	—			
					4,314	68,746	199,852
Jack Curley	25,000	11.71	Feb 17, 2021	104,250			
	4,023	11.31	Aug 15, 2021	18,385			
	6,000	10.71	Jun 15, 2022	31,020			
	6,000	15.01	Jun 2, 2023	5,220			
	12,000	14.93	Mar 22, 2025	11,400			
	10,000	16.22	Jun 1, 2025	—			
					4,340	69,159	133,410

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

⁽²⁾ This amount is calculated based on the difference between the closing share price at the end of fiscal year 2019 and the option exercise price. On March 29, 2019, being the last business day of the fiscal year 2019, the closing price of the Corporation's Common Shares on the TSX was \$15.88 (HRX-T).

⁽³⁾ This amount when calculated to establish the value of the Common Shares under the Purchase Plan is calculated based on the closing share price at the end of fiscal year 2019. On March 29, 2019, being the last business day of the fiscal year 2019, the closing price of the Corporation's Common Shares on the TSX was \$15.88 (HRX-T). The value of share unit for the PSU Plan is calculated using the VWAP for the five trading days ending on March 29, 2019, being the last trading day in the fiscal year 2019 (\$15.96). 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	80,372	339,753	650,000
Stéphane Arsenault	54,340	121,990	205,000
Martin Brassard	71,686	144,238	375,000
Gaétan Roy	16,084	50,308	122,319
Jack Curley	17,811	50,276	111,537

⁽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 2019 but paid in the fiscal year 2020 – Please refer to the “Compensation Discussion and Analysis - Annual Incentive Compensation” and “Summary Compensation Table” elsewhere in this Circular.

Equity Compensation Plans

Options granted or securities issued by the Corporation pursuant to the Corporation's security-based compensation arrangements are governed by one of the following plans: the Purchase Plan or the Stock Option Plan.

The following table shows, as of March 31, 2019, aggregated information for the Corporation's Purchase Plan and Stock Option Plan which are the only compensation plans 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	1,167,095	13.23	1,595,412
Equity Compensation Plans of the Corporation not approved by the shareholders	—	—	—
Total:	1,167,095	13.23	1,595,412

During fiscal year 2019, 207,500 options were granted under the Stock Option Plan at a weighted-average grant price of \$16.21 and 36,188 Common Shares were issued to the participating employees under the Purchase Plan, prior to its amendment on January 1, 2019. Following that amendment, all Common Shares attributed to participating employees under the Purchase Plan are bought on the market.

In addition to the Purchase Plan and Stock Option Plan, the Corporation also maintains the PSU 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 four equity compensation plans follow.

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.

In general, the Board determines the number of options granted annually based on a percentage of the target bonus of the Named Executives and key employees, established according to the level of responsibility and authority of such Named Executives. The total amount of options issued over the past years is looked at but does not have a material impact on the number of options to be granted to the employee.

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	Options expire under the following conditions, excluding maturity at term: 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 may include a performance vesting condition based on the price of the Corporation's shares.
Exercise price	The exercise price may not be lower than average closing price of the Corporation's shares for the five days preceding the grant.
Authorized securities	Following the replenishment approved at the Annual Meeting of Shareholders held on August 10, 2018, 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 7.7% of the Common Shares outstanding as at March 31, 2019).
Maximum securities available	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 exceed 10% of the total issued and outstanding Common Shares.
Ownership restrictions	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, 2019, 1,167,095 options were outstanding representing 3.1% of the issued and outstanding Common Shares. Such options were exercisable at exercise prices ranging from \$10.71 to \$16.22 per share and were due to expire up to June 1, 2025.
Annual burn rate	The burn rate of securities issued related to his plan stood at 0.6%, 0.7% and 0.3% for each of the fiscal years ended March 31 2019, 2018 and 2017, 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.

Amendments adopted during the fiscal year ended March 31, 2019

At the Annual Meeting of Shareholders held on August 10, 2018, shareholders approved 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 had been issued following the exercise of options under the Stock Option Plan and the following amendments to the Stock Option Plan:

- a. removal of the requirement that options are only exercisable provided that the average closing price of the Common Shares, for 30 consecutive trading days, exceeds or equals the conditional share price and to provide that the vesting conditions would be established at the discretion of the relevant committee or the Board;
- b. removal of the two following restrictions : (i) annually, the number of Common Shares that may be issued pursuant to options granted to the CEO of the Corporation shall not exceed one third of the Common Shares that may be issued pursuant to all the options granted during the year under the Stock Option Plan; and (ii) the options granted to insiders pursuant to the Stock Option Plan shall not be repriced at a reduced exercise price;
- c. granting of greater flexibility in the cases of termination allowing the relevant committee or the Board at its sole discretion to extend the exercise period (up to the original expiry date) in any event of a termination (except a termination for cause: in which case options are immediately terminated), in the event of the death of a beneficiary and in the event of disability or retirement of a beneficiary;
- d. addition of a new "change of control" definition and to provide the flexibility to the Board, in the event of a change of control, to make such provision for the protection of the rights of the beneficiaries as the Board at its sole discretion considers appropriate in the circumstances, including, without limitation, accelerating the vesting conditions for the options and/or the expiry date);
- e. modification of the amendment provisions of the Stock Option Plan to :
 - i. add or modify the following situations which would require the approval of the shareholders (i) 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), (ii) any extension of the term of any option benefiting an insider, (iii) any amendment to a financial assistance provision which is more favourable to beneficiaries, and (iv) any amendment to the amendment section of the Stock Option Plan;
 - ii. add that any change to the termination provision of an option or the Stock Option Plan which does not entail an extension beyond the expiry date would not require the approval of the shareholders; and
- f. other clerical and housekeeping amendments.

In November 2018, the Corporation further amended the Stock Option Plan in order to clarify the wording of the Board discretion for the protection of the rights of the participants in the event of a change of control. This modification was not subject to shareholders' approval since it was made in order to correct an ambiguity in the Stock Option Plan.

PSU Plan

The PSU Plan for management and key employees of the Corporation and its subsidiaries was adopted by the Board on August 6, 2014 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 its 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. One third of each PSU award generally 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.
Payout amount and date	PSUs are paid out 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, 2019, 212,450 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.

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	Prior to January 1, 2019, shares issued under the Purchase Plan were issued at a price equal to 90% of the weighted average closing price of the Corporation's stock for the five trading days prior to the subscription. As of January 1, 2019, 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.
Annual burn rate	The burn rate of securities issued related to his plan stood at 0.10%, 0.1% and 0.1% for each of the fiscal years ended March 31 2019, 2018 and 2017, respectively.
Authorized securities	340,000 shares were authorized for issuance under the Purchase Plan. As of January 1, 2019, no more shares will be issued under this plan and 22,678 shares remained in the reserve.

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.

Amendment procedures

Effective January 1st, 2019, the Purchase Plan was amended as follows:

- a. the shares resulting from employee contributions will be bought on the market rather than issued from treasury;
- b. the employer matching portion was amended to range from 1.25% to 5.25%;
- c. the addition of a new "change of control" definition was made to provide the flexibility to the Board, in the event of a change of control, to make such provision for the protection of the rights of the beneficiaries as the Board at its sole discretion considers appropriate in the circumstances; and,
- d. other clerical and housekeeping amendments.

DSU Plan

The DSU Plan for non-employee directors adopted by the Board in May 2011, as amended, 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	The 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, 2019, 166,334 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 eligible executive officers 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 as early as the first of the month following age 55. Upon early retirement, the pension is reduced by ¼ % for each month by which the early retirement date precedes the earliest of the following dates: executive's 60th birthday, executive's age plus continuous service equals 80, executive's continuous service equals 30 years.

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 each eligible Named Executives under the defined benefit pension plans:

Name	Number of years of Credited Service ⁽¹⁾	Annual Benefits Payable ⁽²⁾		Accrued Obligation at start of year ⁽³⁾	Compensatory Change ⁽⁴⁾	Non-Compensatory Change ⁽⁵⁾	Accrued Obligation at year end ⁽⁶⁾
		At year end	At age 65				
Gilles Labbé	36.52	332,700	351,700	5,651,300	147,800	219,800	6,018,900

⁽¹⁾ Number of years of credited service as at March 31, 2019.

⁽²⁾ The annual lifetime benefit at year-end is payable from normal retirement age and is based on years of credited service and pensionable earnings as at March 31, 2019. The annual lifetime benefit payable at age 65 is based on years of credited service as at age 65 and pensionable earnings as at March 31, 2019.

⁽³⁾ The accrued obligation at start of year is the value of the accrued retirement benefits as at March 31, 2018 based on assumptions and methods in respect of fiscal year ended March 31, 2018, as disclosed in the Corporation's financial statements available on SEDAR at www.sedar.com and a copy of same will be provided free of charge, upon request, to any shareholder of the Corporation.

⁽⁴⁾ The compensatory change in the accrued obligation includes service cost net of employee contributions and difference between actual and estimated earnings.

⁽⁵⁾ 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.

⁽⁶⁾ The accrued obligation at year-end is the value of the accrued retirement benefits as at March 31, 2019 based on assumptions and methods in respect of fiscal year ended March 31, 2019, as disclosed in the Corporation's financial statements available on SEDAR at www.sedar.com 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 defined contribution pension plan offered to executive officers working in Canada, the Corporation contributes an amount equal to the executive officers' contributions (5% of basic earnings), subject to the Income Tax limits, to a savings account opened on their behalf. 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 ⁽¹⁾	Accumulated Value at start of year ⁽²⁾	Compensatory ⁽³⁾	Non-Compensatory ⁽⁴⁾	Accumulated Value at year end ⁽⁵⁾
Stéphane Arsenault	404,000	12,718	41,582	458,300
Gaétan Roy	374,100	11,518	32,682	418,300
Jack Curley	123,853	7,670	25,834	157,357

⁽¹⁾ The Corporation also contributes to a personal pension fund held by Mr. Martin Brassard, the value of which is disclosed in the Summary Compensation Table under the heading "Executive Compensation" of this Circular.

⁽²⁾ The accumulated value at start of year is the account balance as at April 1, 2018.

⁽³⁾ The compensatory component represents the amount of employer contributions from April 1st, 2018 to March 31, 2019.

⁽⁴⁾ The non-compensatory component represents the amount of employee contributions and investment earnings from April 1st, 2018 to March 31, 2019.

⁽⁵⁾ The accumulated value at year end is the account balance as at March 31, 2019.

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
Gilles Labbé	6 months + one month per year of service	24 months	2,559,038
Stéphane Arsenault	6 months + one month per year of service	24 months	1,109,761
Martin Brassard	6 months + one month per year of service	24 months	1,708,761
Gaétan Roy	one month per year of service	18 months	521,628
Jack Curley	one month per year of service	18 months	630,765

⁽¹⁾ Including salary, benefits and value of in-the-money vested options and vested PSUs as of March 31, 2019.

Gilles Labbé, Stéphane Arsenault and Martin Brassard undertake to not solicit the Corporation's customers or employees for a period of 24 months and that they would not compete with the Corporation for a period of 12 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 Executive will have a period of at least 60 days following cessation of employment to exercise the options already vested.

Termination of Employment Following Change in Control

Named Executives ⁽¹⁾	Severance Payments	Maximum Payments	Total Estimated
Gilles Labbé	6 months + one month per year of service	24 months	2,981,265
Stéphane Arsenault	6 months + one month per year of service	24 months	1,479,774
Martin Brassard	6 months + one month per year of service	30 months	2,565,669
Gaétan Roy	one month per year of service	18 months	583,846
Jack Curley	one month per year of service	18 months	694,710

(1) Including salary, benefits and value of in-the-money options and PSUs as of March 31, 2019.

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

Some of the Named Executives could also receive a lump sum amount equal to the target bonus, included above, applicable to the position of the Named Executive for the period set out in table above. All outstanding PSUs and options may have their vesting accelerated and a minimum period of 180 days may be established for the exercise of options.

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.sedar.com and a copy of same will be provided free of charge, upon request, to any shareholder of the Corporation.

APPROVAL

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

(s) François Renaud

Longueuil, Québec
June 20, 2019

François Renaud
Secretary

ADDITIONAL INFORMATION

Additional information relating to the Corporation is available on SEDAR at www.sedar.com. 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 Saint-Charles 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.sedar.com. Financial information is provided in the Corporation's comparative consolidated financial statements and Management Discussion & Analysis: for its most recently completed financial year.