

MANDATE FOR THE BOARD OF DIRECTORS, ATS AUTOMATION TOOLING SYSTEMS INC. (THE “COMPANY”)

A. Purpose

1. The Board of Directors (the “**Board**”) is responsible for providing independent oversight of the management of the business and affairs of the Company. The Board shall, directly and through its committees and the Chairman of the Board, provide direction to senior management, generally through the Chief Executive Officer, to pursue the best interests of the Company.

B. Membership, Organization and Meetings

1. **GENERAL** – The composition and organization of the Board, including: the number and qualifications of directors; residency requirements; quorum requirements; meeting procedures and notices of meetings, shall be in compliance with the Business Corporations Act (Ontario) and the by-laws of the Company. The Board shall consider the appropriate size of the Board, with a view to the facilitation of effective decision-making. The frequency and location of meetings shall be determined from time to time by the Board.

Directors will not be subject to mandatory retirement at a prescribed age; however, the Corporate Governance and Nominating Committee shall consider the overall performance, qualifications and competencies of individual directors and the Board in determining nominations put forward annually. This will provide the Corporate Governance and Nominating Committee with the flexibility to consider all attributes of an individual Director, and those of the Board as a whole, when formulating the Board that will best serve the Company.

2. **COMPENSATION** – The Human Resources Committee shall determine the compensation of non-employee directors at least annually, as set out in the Human Resources Committee Mandate.
3. **INDEPENDENCE** – The independence of directors shall be determined based on the binding requirements of any stock exchanges on which the Company’s securities are listed and all other applicable laws (collectively, the “**Applicable Requirements**”). At least annually, the Board shall affirmatively determine the independence of each director in accordance with this standard. A majority of directors, including the Chairman of the Board, shall be independent directors.
4. **ACCESS TO MANAGEMENT AND OUTSIDE ADVISORS** – The Board shall have unrestricted access to the Company’s management and employees. The Board shall have the authority to retain external legal counsel, consultants or other advisors to assist it in fulfilling its responsibilities and to set and pay the respective compensation of these advisors without consulting or obtaining the approval of any Company officer. The Company shall provide appropriate funding, as determined by the Board, for the services of these advisors.
5. **CORPORATE SECRETARY AND MINUTES** – The Corporate Secretary, his or her designate or any other person the Board requests shall act as secretary of Board meetings. Minutes of Board meetings shall be recorded and maintained by the Corporate Secretary and subsequently presented to the Board for approval.
6. **MEETINGS WITHOUT MANAGEMENT** – The independent directors of the Board shall, at least twice per year, hold unscheduled or regularly scheduled meetings, or portions of regularly scheduled meetings, at which management is not present.

C. Functions and Responsibilities

The Board shall have the functions and responsibilities set out below. In addition to these functions and responsibilities, the Board shall perform such other duties as may be required by the Applicable Requirements from time to time.

Strategic Planning

- a. **Strategic Plans** – At least annually, the Board shall review and, if advisable, approve the Company’s strategic plan prepared by the Chief Executive Officer and senior management which takes into account, among other things, the opportunities and risks of the business.
- b. **Business Plans** – The Board shall review and, if advisable, approve the Company’s annual business plan.
- c. **Monitoring** – At least annually, the Board shall review management’s implementation and the effectiveness of the Company’s strategic and business plans. The Board shall review and, if advisable, approve any material amendments to, or variances from, these plans.

Risk Management

- a. **General** – The Board shall oversee (i) policies and processes to identify and manage the principal risks of the Company’s business, and (ii) the implementation by management of a comprehensive compliance management program that addresses compliance with applicable regulatory and legal requirements. At least annually, the Board shall review reports provided by management of material risks associated with the Company’s businesses and operations, review the implementation by management of systems and controls to manage these risks and review reports by management relating to the operation of and any material deficiencies in these systems and controls.
- b. **Verification of Controls** – The Board shall, with the assistance of the Audit and Finance Committee, verify that internal, financial, non-financial and business control and information systems have been established by management and that the Company is applying appropriate standards of corporate conduct for these controls. At least annually, the Board shall review and approve the Company’s significant enterprise-wide policies and practices, including those respecting liquidity, funding and capital management, and obtain assurance from management that they are being complied with.

Approvals

The Board shall consider for approval such matters requiring Board approval under applicable law, matters deemed appropriate by the Chief Executive Officer, or as requested by the Board, and shall, without limitation, approve the following: (i) strategic plan; (ii) annual business plan; (iii) annual financial statements, MD&A and earnings release; (iv) capital expenditures requiring Board approval under applicable Company capital expenditure policies; (v) material acquisitions and divestitures; (vi) equity financings; (vii) dividends; (viii) share re-purchase programs; (ix) appointment of officers; (x) proxy circulars; (xi) Annual Information Forms; (xii) stock option grants; (xiii) DSU grants; and (xiv) any material amendments to the Disclosure Policy, Insider Trading Policy, Social Media Policy, Code of Business Conduct, Stock Option Plans and ATS DSU Plan.

Human Resource Management

- a. **General** – At least annually, the Board shall, with the assistance of the Human Resources Committee, review the Company’s approach to human resource management and executive compensation.
- b. **CEO Hiring and CEO and Senior Executive Annual Compensation Adjustments** – The Board shall, with the assistance of the Human Resources Committee: (i) approve the hiring and material terms of employment of the Chief Executive Officer; and (ii) approve any bonus plans, salary adjustments, stock options or other compensation proposed in relation to the Chief Executive Officer and Senior Executives. For the purposes of this Mandate, “**Senior Executives**” are defined as those executives reporting to the Chief Executive Officer and whose base salary exceeds \$150,000.

- c. **Succession Review** – At least annually, the Board shall, with the assistance of the Human Resources Committee, review and, if advisable, approve the succession planning processes of the Company, including the selection, appointment and development of the Chairman of the Board, the Board members, the CEO and other senior executive officers, including the heads of the Company’s oversight functions, and the termination of the CEO, if required.

- d. **Integrity of Senior Management** – The Board shall promote a culture of integrity at the Company and, to the extent feasible, satisfy itself as to the integrity of the Chief Executive Officer and other senior management, and that the Chief Executive Officer and other senior management create a culture of integrity throughout the organization.

Corporate Governance

- a. **General** – At least annually, the Board shall, with the assistance of the Corporate Governance and Nominating Committee, review the state of the Company’s corporate governance activities.
- b. **Director Independence** – At least annually, the Board shall, with the assistance of the Corporate Governance and Nominating Committee, evaluate the director independence standards established by the Board and establish appropriate structures and procedures to allow the Board to function independently of management, including undertaking regular evaluations of the Board, its committees and individual directors, and reviewing the composition of the Board, with a view to the effectiveness and independence of the Board and its members.
- c. **Ethics And Reporting** – The Board will promote the cultivation and demonstration of an honest and ethical corporate culture. At least annually, the Board shall, with the assistance of the Audit and Finance Committee, review reports provided by management relating to compliance with, or material deficiencies of, the Company’s Code of Business Conduct. Any waivers from the Code of Conduct that are granted for the benefit of a director or executive officer shall only be granted by the Board with the assistance of the Corporate Governance and Nominating Committee.
- d. **Insider Trading Policy** – At least annually, the Board shall, with the assistance of the Corporate Governance and Nominating Committee, review the Company’s insider trading policies and procedures. The Board shall, if advisable, approve material changes to the Company’s insider trading policies and procedures.
- e. **Code of Business Conduct** - At least annually, the Board shall, with the assistance of the Corporate Governance and Nominating Committee, review the Company’s Code of Business Conduct. The Board shall, if advisable, approve material changes to the Company’s Code of Business Conduct.

Financial Information

- a. **General** – At least annually, the Board shall, with the assistance of the Audit and Finance Committee, review the Company’s internal controls relating to financial information and reports provided by management on material deficiencies in, or material changes to, these controls.
- b. **Integrity of Financial Information** – The Board shall, with the assistance of the Audit and Finance Committee, review the integrity of the Company’s financial information and systems, the effectiveness of internal controls and management’s assertions on internal control and disclosure control procedures.

Disclosure

- a. The Board shall (i) oversee the Company’s communication and disclosure practices, including with respect to receiving feedback from stakeholders, and (ii) approve the Company’s Disclosure Policy, which governs the release of information about the Company and requires timely, accurate and fair disclosure of such information in compliance with all legal and regulatory requirements.
- b. At least annually, the Board shall review management’s compliance with the Company’s disclosure policies and procedures, including the Company’s Disclosure Policy and the Company’s Social Media Policy. The Board shall, if advisable, approve material changes to the Company’s disclosure policies and procedures.
- c. The CEO or the Chairman of the Board or any other director, when authorized by the CEO or the Chairman of the Board, may communicate with the shareholders or stakeholders on behalf of the Company.

Committees of the Board

- a. **Board Committees** – The Board has established the following committees of the Board: the Human Resources Committee, the Corporate Governance and Nominating Committee, and the Audit and Finance Committee. Subject to applicable law, the Board may establish other Board committees or merge or dispose of any Board committee.

- b. **Committee Mandates** – The Board has approved mandates for each Board committee and shall approve mandates for each new Board committee. At least annually, each mandate shall be reviewed, and, based on recommendations from the applicable committee, amended as deemed advisable.
- c. **Delegation to Committees** – The Board has delegated for approval or review the matters set out in each Board committee’s mandate to that committee.
- d. **Consideration of Committee Recommendations** – As required, the Board shall consider for approval the specific matters delegated for review to Board committees.
- e. **Board/Committee Communication** – To facilitate communication between the Board and each Board committee, each committee chair shall provide a report to the Board on material matters considered by the committee at the first Board meeting after each meeting of the committee.

Additional Expectations of Board Members

- a. Board members are expected to maintain the highest personal and professional values, integrity and ethics. This shall include compliance with the Company's Code of Business Conduct.
- b. Board members are expected to bring a probing and objective perspective to the Board and be prepared to challenge management.
- c. Board members are expected to attend all Board and committee meetings (as applicable) and devote the necessary time and attention to Board matters. This shall include the advance review of materials to be adequately prepared for Board meetings and keeping informed about the Company's business and relevant developments outside the Company that affect its business. Telephone or video conferencing may be used to facilitate a director's attendance at meetings. When attendance is not possible, a Board member is expected to become familiar with the matters covered at the meeting.
- d. Directors must have adequate time available to serve on the Board and should be willing to commit to an active term of five years, although there is no specific time frame designated for Board membership. It is expected that approximately 60 hours per year of directors' time will be required to prepare for and attend formal meetings, excluding travel or special meetings.
- e. It is expected that Board members will not hold board seats on more than four other publicly traded companies or trusts and that they will not act as directors of competitive companies.
- f. Directors shall promptly advise the Chairman of the Board of any changes in factors that could affect the independence or effectiveness of the individual director and consult with, and obtain the approval of the Chairman of the Board, prior to considering an appointment as a director of any other public company or major non-profit entity.

D. Director Orientation

1. Each director shall participate in the Company's initial and any ongoing orientation program.
2. Orientation and training is the responsibility of the Corporate Governance and Nominating Committee in conjunction with the Chairman. Upon the election of a new director to the Board, such director will be notified and given an orientation package including material that will assist with the director's familiarization with the Company.
3. The orientation of a new director will include the following:
 - a. organized and systematic visits to Company facilities;
 - b. meetings scheduled with operating management;
 - c. familiarization with the Company's products, services and customers;
 - d. Company history and other relevant data;
 - e. information concerning the Company's mission, goals, strategy, philosophy and major policies;
 - f. recent analysts' reports;
 - g. the Company's Board Governance Manual;
 - h. information pertaining to personal liabilities and insurance coverage;
 - i. rules for purchasing and selling Company shares;
 - j. rules regarding insider information;
 - k. minutes of previous Board and Committee meetings; and

I. remuneration and performance guidelines.

E. Director Evaluation

1. At least annually, the Board shall evaluate and review the performance of the Board, each of its committees, each of the directors and the adequacy of this mandate.

F. Currency of the Board Mandate

This mandate was last revised and approved by the Board on May 20, 2020.