



## **ATS SHAREHOLDER ENGAGEMENT POLICY**

The Board of Directors (the “**Board**”) of ATS Automation Tooling Systems Inc. (the “**Company**”) recognizes the importance of engaging in constructive and meaningful communications with the Company’s shareholders and values their input and insights. To facilitate engagement, this Policy outlines the Board’s approach to communication and engagement with the Company’s shareholders.

### **How the Company communicates with shareholders**

The Board and management communicate with shareholders in a number of different ways, including:

- management hosts conference calls in respect of each quarterly earnings release and in relation to other major developments as soon as practical after information is publicly released. These calls include question and answer periods and are open to all shareholders in listen-only mode. The calls are recorded and are also available on the Company website;
- the Company communicates with shareholders through its Annual Report, annual Management Information Circular, Annual Information Form, quarterly Management Discussion and Analysis, news releases, website, and other meetings; and
- at each annual shareholder meeting, the Board and management discuss business strategy and developments and are available to respond to shareholder questions.

### **How shareholders can communicate with the Board**

The Board supports a transparent process for shareholders to contact the Board directly. Shareholders may initiate communications with and provide feedback directly to the Board, care of the Corporate Secretary, either by email at [ATSboard@atsautomation.com](mailto:ATSboard@atsautomation.com) or by mail in an envelope marked “confidential” addressed to the address below:

Board of Directors  
ATS Automation Tooling Systems Inc.  
730 Fountain Street North, Building # 2  
Cambridge, Ontario  
N3H 4R7 Canada

The Board will endeavour to respond to all appropriate correspondence in a timely manner.

Shareholders may also ask to meet with the Chair of the Board, the chair of any Board committee or an individual director. The Chair of the Board will consider such meeting request in consultation with the Chair of the Corporate Governance and Nominations Committee (the “**Committee**”) and the Corporate Secretary. Such a request should:

- Indicate whether the person making the request is a Company shareholder or a representative thereof and the level of shareholding represented;

- Identify the persons who will attend the meeting; and
- Describe the topics to be discussed at the meeting.

The Board reserves the right to decline requests for meetings for any reason it deems appropriate, including where the proposed topics for the meeting are not related to corporate governance matters and are better handled by management. The Board may also seek to limit the number of such meeting requests to a reasonable number and prioritize acceptance based on the interests of all shareholders.

Where a meeting request is granted, the Chair of the Board will confirm the meeting details and will determine which directors will attend based on the specific topics to be discussed. Any such meeting will be focussed on the topics identified in the meeting agenda and will be subject to compliance with all applicable laws, including applicable selective disclosure rules and the Company's Disclosure Policy. A summary of the meeting will be shared with the Chair of the Board, the Chair of the Committee and the Corporate Secretary.

In any communication with shareholders, the Board will typically focus on addressing governance-related topics for which the Board is directly responsible. Such topics include:

- Board oversight of strategy
- Board structure, composition and performance
- Board and committee mandates and oversight
- Corporate governance practices and disclosure
- Risk management oversight
- Management performance, leadership, and track record
- Board and CEO succession planning process
- Executive compensation, including philosophy, process and oversight
- Financial oversight, including auditing, audit quality and internal controls
- Shareholder proposals

Discussions relating to corporate strategy, general business operations, current and projected financial results, mergers and acquisitions, and other operational and performance issues may be most appropriately addressed by management rather than the Board.

### **Oversight**

The Committee will oversee this Policy. The Committee will review and monitor the implementation of this Policy on a regular basis to ensure its effectiveness and will report the results of its review to the Board. The Committee will discuss any amendments to the Policy that may be required and will recommend such amendments to the Board for approval. A copy of this Policy is available on the Company's website at [www.atsautomation.com](http://www.atsautomation.com) under "Investor Relations/Governance".

**Last Revised by the Board of Directors on May 15, 2019**