

**INTACT FINANCIAL CORPORATION**  
**MAJORITY VOTING POLICY FOR ELECTION OF DIRECTORS**

The Board of Directors (the “**Board**”) of Intact Financial Corporation (the “**Company**”) believes that each Director should have the confidence and support of the shareholders of the Company. To this end, the Board has adopted this policy and future nominees for election to the Board will be required to abide by this policy.

1. Form of Proxy and Process

Forms of proxy for the election of Directors will permit the Company’s shareholders to vote IN FAVOUR, or to WITHHOLD from voting, separately for each Director nominee. The Chair of the Board will ensure that the number of votes IN FAVOUR or WITHHELD from voting for each Director nominee is recorded and promptly made public after the meeting.

In this regard, the Company will disclose the number of shares voted IN FAVOUR or WITHHELD for each director.

2. Obligation to Resign

If a director nominee has more votes WITHHELD than are voted IN FAVOUR, the nominee will be considered by the Board not to have received the support of the shareholders (even though duly elected as a matter of corporate law). Such a nominee will be required to forthwith submit his or her resignation to the Board, effective on acceptance by the Board.

3. Consideration by the Committee & Recommendation to the Board

The Board shall refer the resignation of such Director to the Compliance Review and Corporate Governance Committee (the “**Committee**”) for consideration, and the Board will promptly accept such resignation unless the Committee determines that there are extraordinary circumstances relating to the composition of the Board or the voting results that should delay the acceptance of the resignation or justify rejection of it.

The Board shall act on the Committee’s recommendation within ninety (90) days of the shareholder’s meeting at which the election took place.

A Director who tenders his or her resignation pursuant to this policy shall not be permitted to participate in any meetings of the Board or the Committee at which his or her resignation is to be considered.

4. Obligation to Disclose

Following the Board’s decision on the resignation, the Board shall promptly disclose to the shareholders of the Company its decision to accept or reject, as applicable, the Director’s resignation including the reasons for its decision.

5. Resulting Vacancies on the Board

Where the resignation of a Director is accepted pursuant to the terms of this policy, the Board may, in accordance with the provisions of the *Canada Business Corporations Act*, (i) fill the resulting vacancy, (ii) leave the vacancy unfilled until the next annual general meeting or (iii) call a special meeting of shareholders to consider a new nominee to fill such vacancy.

6. Not Applicable to Contested Meetings

This policy does not apply to contested meetings. For this purpose, a contested meeting is a meeting at which the number of directors nominated for election is greater than the number of seats available on the Board.

7. Process and Procedures

The Board and the Committee may adopt such procedures as they see fit to assist them in their determinations with respect to this policy.

8. Obligation of Directors

Each of the current Directors has agreed to abide by the provisions of this policy and any subsequent candidate nominated by the Committee will, as a condition to such nomination, be required to abide by this policy.

**Approved by the Board of Directors of Intact Financial Corporation on November 4, 2014.**