

## CONVERGE TECHNOLOGY SOLUTIONS CORP.

### MAJORITY VOTING POLICY FOR DIRECTOR ELECTIONS

The forms of proxy for the vote at a meeting of shareholders of Converge Technology Solutions Corp. (the “**Corporation**”) where directors of the Corporation are to be elected will enable each shareholder to vote in favour of, or to “withhold” from voting for, each nominee on an individual basis.

In an uncontested election of directors, any nominee for director of the Corporation who does not receive a greater number of votes “for” his or her election than votes “withheld” from such election (a “**Majority Withhold Vote**”) shall tender his or her resignation, as a director of the Corporation, to the Chair of the board of directors of the Corporation (the “**Board**”) promptly following the meeting of shareholders at which the director was elected, which resignation will become effective upon acceptance by the Board. Following each uncontested election of directors at which a Majority Withhold Vote occurs, the Corporation shall forthwith issue a news release disclosing the detailed voting results for the election of each director, and shall forthwith provide a copy of the news release to the Toronto Stock Exchange (by email to [disclosure@tsx.com](mailto:disclosure@tsx.com)) if there is a Majority Withhold Vote. For purposes of this policy, an “uncontested election” shall mean an election where the number of nominees for director is equal to the number of directors to be elected. In any election of directors other than an uncontested election, this policy shall not apply.

The Compensation, Corporate Governance and Nominating Committee of the Board (the “**Committee**”) shall promptly consider any resignation offer from a director who has received a Majority Withhold Vote and recommend to the Board the action to be taken with respect to such resignation offer. Such recommendation of the Committee may be to accept or reject the resignation on such basis as the Committee determines appropriate, provided that, in the absence of exceptional circumstances present that would support rejection of the resignation, the Committee shall recommend acceptance of the resignation. If the Committee recommends rejection of the resignation, it shall include with its recommendation an indication of what it believes to be the underlying reasons for the Majority Withhold Vote in respect of the subject director.

In considering a resignation offer from a director who has received a Majority Withhold Vote and whether exceptional circumstances exist, the Committee will consider all factors it deems relevant to the best interests of the Corporation, including without limitation: (i) any stated reasons why shareholders “withheld” their vote with respect to the subject director; (ii) what the Committee believes to be the underlying reasons for the Majority Withhold Vote, including whether these reasons relate to the incumbent director’s performance as a director, whether these reasons relate to the Corporation or another company, and whether these reasons are curable and alternatives for effecting any cure; (iii) the percentage of outstanding shares of the Corporation represented by votes cast and withheld from voting on the election of the subject director; (iv) the other policies of the Corporation; (v) the overall composition of the Board, including whether accepting the resignation would cause the Corporation to fail to meet the requirements of any applicable corporate or securities laws and the rules of the Toronto Stock Exchange; and (vi) whether the resignation of the director could result in the triggering of change in control or similar provisions under any contract by which the Corporation is bound or any benefit plan of the Corporation and, if so, the potential impact thereof.

If any director who tenders his or her resignation pursuant to this policy is a member of the Committee, he or she shall not participate in any portion of a meeting of the Committee in which

it considers the decision to recommend to the Board whether his or her resignation shall be accepted. However, such director shall remain active and engaged in all other Committee activities, deliberations and decisions during this Committee process. If each member of the Committee receives a Majority Withhold Vote at the same election or if a sufficient number of Committee members receives a Majority Withhold Vote in the same election such that the Committee no longer has a quorum, then the Board shall establish a committee composed of the independent directors who did not receive a Majority Withhold Vote to consider the resignation offers and recommend to the Board whether to accept them, provided that if only one independent director did not receive Majority Withhold Votes in the same election, the Board shall establish a committee composed of all independent directors to consider the resignation offers and recommend to the Board whether to accept them (and references in this policy to the "Committee" shall be references to any such committee established in accordance with this paragraph or the Compensation, Corporate Governance and Nominating Committee of the Board, as applicable).

In the event that a sufficient number of Board members receives a Majority Withhold Vote in the same election such that the Board no longer has a quorum, then although each director receiving a Majority Withhold Vote shall not be permitted to participate in any meeting of the Board at which his or her resignation offer is considered, he or she shall be eligible to be counted for the purpose of determining whether the Board has quorum.

If the Committee recommends that the Board accept the resignation offer, the Committee shall also recommend to the Board whether to fill the vacancy resulting from the resignation through an appointee of the Board or at the next annual meeting of shareholders or at a special meeting of shareholders, or to reduce the size of the Board at the next annual meeting of shareholders.

The Board shall consider and determine whether to accept or reject the Committee's recommendation in respect of a resignation offer within 90 days following the applicable election of directors. In considering the Committee's recommendation, the Board will consider the factors considered by the Committee and such additional information and factors that the Board considers to be relevant and shall, absent exceptional circumstances that would warrant the applicable director continuing to serve on the Board, accept the director's resignation. Any director who tenders his or her resignation pursuant to this policy shall not participate in any portion of a meeting of the Board in which it considers whether his or her resignation shall be accepted. Following the Board's decision on the resignation, the Board shall promptly disclose, via press release, its decision whether to accept the director's resignation offer and provide a copy of such press release to the Toronto Stock Exchange (by email to [disclosure@tsx.com](mailto:disclosure@tsx.com)). If the Board rejects the resignation offer, the press release shall fully state the reasons for the rejection. If a resignation offer is accepted, the Board may, in accordance with the provisions of applicable law: (i) leave the resultant vacancy in the Board unfilled until the next annual meeting of shareholders of the Corporation; (ii) appoint a new director to fill the vacancy created by such resignation; (iii) reduce the size of the Board or (iv) call a special meeting of the shareholders of the Corporation to consider the election of a nominee recommended by the Board to fill the vacant position.

The Board may at any time in its sole discretion supplement or amend any provision of this policy in any respect, repeal this policy in whole or part or adopt such procedures with respect to this policy as the Board determines in its sole discretion to be appropriate, subject to compliance with applicable regulatory or stock exchange requirements. The Board will have the exclusive power and authority to administer this policy for the Corporation, including without limitation the right and power to interpret the provisions of this policy and make all determinations deemed necessary or advisable for the administration of this policy. All such actions, interpretations and determinations which are done or made by the Board in good faith will be final, conclusive and binding.