

**ATS AUTOMATION TOOLING SYSTEMS INC.**  
**(the “Company”)**

**CHARTER FOR  
THE CORPORATE GOVERNANCE AND  
NOMINATING COMMITTEE OF  
THE BOARD OF DIRECTORS**

**A. PURPOSE**

1. **Nominations** – The Committee is responsible for assisting the Board of Directors in identifying, recruiting and nominating suitable candidates to serve on the Board of Directors.
2. **Corporate Governance** - The Committee is responsible for assisting the Board of Directors in fulfilling its corporate governance oversight responsibilities.

**B. MEMBERSHIP AND ORGANIZATION**

1. **Composition** - The Committee shall consist of not less than three members of the Board [**the majority/all**] of whom are independent. Independence shall be determined based on any criteria established by the Board and the binding requirements of any stock exchanges on which the securities of the Company are listed and all other applicable laws (collectively, the “Applicable Requirements”). At the invitation of the Committee, members of the Company’s senior management and others may attend Committee meetings as the Committee considers necessary or desirable.
2. **Appointment and Removal of Committee Members** - Each member of the Committee shall be appointed by the Board on an annual basis and shall serve at the pleasure of the Board, or until the earlier of (a) the close of the next annual meeting of the Company’s shareholders at which the member's term of office expires, (b) the death of the member or (c) the resignation, disqualification or removal of the member from the Committee or from the Board. The Board may fill a vacancy in the membership of the Committee.

### **C. MEETINGS**

1. **Meetings** - The members of the Committee shall hold meetings as are required to carry out this mandate. The Chair, any member of the Committee, the Chairman of the Board or the Chief Executive Officer may call meetings of the Committee by notifying the Company's Corporate Secretary who will notify the members of the Committee. In the absence of the Chair, the members of the Committee present may appoint a chair from their number for a meeting.
2. **Corporate Secretary and Minutes** - The Corporate Secretary, his or her designate or any other person the Committee requests, shall act as secretary of Committee meetings. Minutes of Committee meetings shall be recorded and maintained by the Corporate Secretary and subsequently presented to the Committee for approval.
3. **Quorum** - A majority of the members of the Committee shall constitute a quorum. The affirmative vote of a majority of the members of the Committee participating in any meeting of the Committee is necessary for the adoption of any resolution of the Committee.
4. **Access to Management and Outside Advisors** - The Committee shall have unrestricted access to the Company's management and employees. The Committee shall have the authority to retain and terminate external legal counsel, consultants or other advisors to assist it in fulfilling its responsibilities and to set and pay the respective compensation for these advisors without consulting or obtaining the approval of the Board or any Company officer. The Company shall provide appropriate funding, as determined by the Committee, for the services of these advisors.

### **D. FUNCTIONS AND RESPONSIBILITIES - GENERAL**

The Committee shall have the functions and responsibilities set out in sections E (Nominations) and F (Corporate Governance), below, as well as any other matters that are specifically delegated to the Committee by the Board. In addition to these functions and responsibilities, the Committee shall perform the duties required of a corporate governance and nominating committee by the Applicable Requirements.

## **E. FUNCTIONS AND RESPONSIBILITIES – NOMINATIONS**

### **1. Composition of the Board and its Committees**

- a. **Nomination or Appointment of Directors** – The Committee shall adopt a process for the nomination or appointment of candidates to the Board. In accordance with such process, the Committee shall recruit, consider and, if advisable, make recommendations to the Board on candidates for nomination or appointment to the Board. In so doing, the Committee shall take the following considerations into account:
  - i. assess the competencies and skills that the Board, as a whole, should possess;
  - ii. assess the competencies, skills, personality and other relevant characteristics of each existing director, and of the Board as whole;
  - iii. based on such assessment, consider the experience, skills, personality and other relevant characteristics possessed by prospective nominees in relation to the existing board members; and
  - iv. consider whether or not each new nominee can devote sufficient time and resources to his or her duties as a board member.
- b. **Committee Appointments** - The Committee shall consider and recommend for Board approval, the appointment of directors to Board committees and the Chairmanship of such committees.
- c. **Removal of Director from Board or Board Committee** – The Committee may recommend for Board approval the removal of a director from the Board or a Board committee if he or she is no longer qualified to serve as a director under applicable law or for any other reason the Committee considers appropriate.

2. **Review of Shareholder Proposals** – The Committee shall review any and all shareholder proposals submitted to the Company relating to the nomination of a member of the Board and recommend to the Board appropriate action on any and each such proposal.

3. **Delegation** – The Committee may, to the extent permissible by applicable laws and regulations, designate a sub-committee to review any matter within this mandate as the Committee deems appropriate.
4. **Reporting to the Board** – After each meeting of the Committee where conduct review matters are discussed, the Chair shall report to the Board on the conduct review matters considered by the Committee.

## **G. FUNCTIONS AND RESPONSIBILITIES – CORPORATE GOVERNANCE**

### **1. Oversight of Corporate Governance Matters**

- a. **Governance Framework** – At least annually, the Committee shall review and, if advisable, approve and recommend for Board approval, the Company’s Corporate Governance Manual.
- b. **Governance Activity** – At least annually, the Committee shall review the Company’s corporate governance activities and approve changes it considers appropriate. As part of its review, the Committee shall take into account regulatory requirements and best practices. At least annually, the Committee shall report to the Board on the state of the Company’s corporate governance activities.
- c. **Governance Disclosure** – The Committee shall prepare, in conjunction with management, corporate governance disclosure for the Company’s annual reports and management information circulars as required by Applicable Requirements.
- d. **Insider Trading Policy** – The Committee shall periodically review the Insider Trading Policy and shall recommend any changes, as required, to the Board for consideration and approval.

### **2. Performance of the Board and its Committees**

- a. **Director Orientation** – Orientation and training of directors is the responsibility of the Committee, in conjunction with the Chairman, as set out in the Board Mandate. The Committee shall oversee the development of the Company’s director orientation program. At least annually, the

Committee shall review this program and approve changes it considers appropriate.

- b. **Governing Documents Review** – At least annually, the Committee shall review and assess the adequacy of the Company’s organizing documents and by-laws, and the mandates, charter, and role descriptions, as applicable, for the Board, each Board committee, the Chief Executive Officer and the Chairman of the Board (the “**Governing Documents**”) to determine if amendments are advisable in light of principles and policies of corporate governance developed by the Committee, and if so, approve and recommend for Board approval amendments to the Governing Documents.
  - c. **Performance Assessment** – At least annually, the Committee shall conduct an assessment of the performance of the Board, the individual directors, each Board committee and the Chairman of the Board against their respective mandates and any other criteria the Committee considers appropriate. The Committee shall report its findings to the Board and, based on those findings, recommend any action plans that the Committee considers appropriate.
  - d. **Evaluation of Independence** – At least annually, the Committee shall evaluate each director against the independence criteria approved by the Board and Applicable Requirements and shall make a recommendation to the Board, based on these criteria, on the independence of each director.
3. **Delegation** – The Committee may, to the extent permissible by applicable law and regulation, designate a sub-committee to review any matter within this mandate as the Committee deems appropriate.

#### **H. REPORTING TO THE BOARD**

1. The Chair shall report to the Board on material matters arising at Committee meetings and, where applicable, shall present the Committee's recommendations to the Board for its approval.

2. All resolutions of the Committee shall be reported to the Board at the next regularly scheduled meeting of the Board, unless the Committee determines that the matter should be brought before the Board prior to such meeting.

#### **I. GENERAL**

1. The Committee shall take such other actions regarding the Company's nominations and corporate governance that are in the best interests of the Company and its shareholders as the Committee shall deem appropriate or as shall otherwise be required by any Applicable Requirements.

#### **J. CURRENCY OF THE CORPORATE GOVERNANCE AND NOMINATING COMMITTEE CHARTER**

1. This charter was last amended by the Board on June 9, 2009.